

Gupp William R.  
Form 4  
April 05, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gupp William R.

(Last) (First) (Middle)

C/O TREX COMPANY, INC., 160  
EXETER DRIVE

(Street)

WINCHESTER, VA 22603-8605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TREX CO INC [TREX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CAO, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 04/01/2011                           |  | M <sup>(2)</sup>               |   | 1,875 A \$ 9.14   | 40,850   | D                                 |
| Common Stock                    | 04/01/2011                           |  | F <sup>(3)</sup>               |   | 576 D \$ 33.33  | 40,274   | D                                 |
| Common Stock                    | 04/01/2011                           |  | D                              |   | 514 D \$ 33.33  | 39,760   | D                                 |
| Common Stock                    | 04/01/2011                           |  | S <sup>(4)</sup>               |   | 300 D \$ 32.8   | 39,460   | D                                 |
| Common Stock                    | 04/01/2011                           |  | S <sup>(4)</sup>               |   | 100 D \$ 32.81  | 39,360   | D                                 |



## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.
- (2) 1,875 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2010.
- (3) 576 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover payment of taxes currently due on the exercise of SARs.
- (4) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.