

TREX CO INC
Form 4
February 22, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDREWS WILLIAM F

(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)

02/20/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/20/2013		M		2,684	A	\$ 24.7	15,922	D
Common Stock	02/20/2013		M		3,669	A	\$ 18.05	19,591	D
Common Stock	02/20/2013		M		5,938	A	\$ 10.61	25,529	D
Common Stock	02/20/2013		M		3,482	A	\$ 14.86	29,011	D
Common Stock	02/20/2013		M		2,457	A	\$ 21.19	31,468	D

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Common Stock	02/20/2013	M	1,284	A	\$ 21.15	32,752	D
Common Stock	02/20/2013	M	964	A	\$ 28.35	33,716	D
Common Stock	02/20/2013	D	7,415	D	\$ 47.73	26,301	D
Common Stock	02/21/2013	M	2,000	A	\$ 43.47	28,301	D
Common Stock	02/21/2013	M	2,000	A	\$ 25.44	30,301	D
Common Stock	02/21/2013	S	13,063	D	\$ 45.3524 (1)	17,238	D
Common Stock	02/21/2013	S	4,000	D	\$ 45.01 (2)	13,238	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 24.7	02/20/2013		M	2,684	07/20/2006 07/20/2016	Common Stock 2,684
Stock Appreciation Right	\$ 18.05	02/20/2013		M	3,669	07/18/2007 07/17/2017	Common Stock 3,669
Stock Appreciation Right	\$ 10.61	02/20/2013		M	5,938	07/22/2008 07/22/2018	Common Stock 5,938

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Stock Appreciation Right	\$ 14.86	02/20/2013	M	3,482	07/21/2009	07/21/2019	Common Stock	3,482
Stock Appreciation Right	\$ 21.19	02/20/2013	M	2,457	07/20/2010	07/20/2020	Common Stock	2,457
Stock Appreciation Right	\$ 21.15	02/20/2013	M	1,284	07/26/2011	07/26/2021	Common Stock	1,284
Stock Appreciation Right	\$ 28.35	02/20/2013	M	964	07/24/2012	07/24/2022	Common Stock	964
Stock Options (Right to Buy)	\$ 43.47	02/21/2013	M	2,000	07/27/2005	07/27/2014	Common Stock	2,000
Stock Options (Right to Buy)	\$ 25.44	02/21/2013	M	2,000	07/21/2006	07/21/2015	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS WILLIAM F C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X			

Signatures

/s/ William R. Gupp by power of attorney
02/22/2013

__Signature of Reporting Person

Date

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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging in price from \$44.88 to \$45.78, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$44.88 to \$45.235, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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