

Gupp William R.
Form 4
March 03, 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)
03/01/2011

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/01/2011		M ⁽²⁾		2,000	A	\$ 9.14	40,613	D
Common Stock	03/01/2011		D		594	D	\$ 30.78	40,019	D
Common Stock	03/01/2011		F ⁽¹⁾		594	D	\$ 30.78	39,425	D
Common Stock	03/01/2011		S ⁽³⁾		450	D	\$ 29.92	38,975	D
Common Stock	03/01/2011		S ⁽³⁾		100	D	\$ 30.57	38,875	D

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Common Stock	03/01/2011	<u>S(3)</u>	300	D	\$ 30.575	38,575	D
Common Stock	03/01/2011	<u>S(3)</u>	500	D	\$ 30.56	38,075	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.58	37,875	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.55	37,675	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.565	37,475	D
Common Stock	03/01/2011	<u>S(3)</u>	100	D	\$ 30.5575	37,375	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.555	37,175	D
Common Stock	03/01/2011	<u>S(3)</u>	203	D	\$ 30.59	36,972	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.51	36,772	D
Common Stock	03/01/2011	<u>S(3)</u>	100	D	\$ 30.5025	36,672	D
Common Stock	03/01/2011	<u>S(3)</u>	100	D	\$ 30.5	36,572	D
Common Stock	03/01/2011	<u>S(3)</u>	400	D	\$ 30.505	36,172	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.5025	35,972	D
Common Stock	03/01/2011	<u>S(3)</u>	400	D	\$ 30.515	35,572	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.53	35,372	D
Common Stock	03/01/2011	<u>S(3)</u>	700	D	\$ 30.52	34,672	D
Common Stock	03/01/2011	<u>S(3)</u>	200	D	\$ 30.54	34,472	D
Common Stock	03/01/2011	M	550	A	\$ 20	35,022	D
Common Stock	03/02/2011	M	3,953	A	\$ 20	38,975	D

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

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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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 9.14	03/01/2011		M ⁽²⁾	2,000	05/07/2009 ⁽⁴⁾ 05/07/2018	Common Stock 2,
Stock Options (Right to Buy)	\$ 20	03/01/2011		M	550	02/21/2003 02/21/2012	Common Stock 5
Stock Options (Right to Buy)	\$ 20	03/02/2011		M	3,953	02/21/2003 02/21/2012	Common Stock 3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupp William R. C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605			CAO, Gen. Counsel & Secretary	

Signatures

/s/ Willaim R.
Gupp 03/03/2011

**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) 594 shares are being surrendered to cover payment of taxes currently due on the exercise of SARs.
- (2) 2,000 Stock Appreciation Rights (SARs) are being exercised which were granted pursuant to the Company's 2005 Stock Incentive Plan on May 7, 2008.
- (3) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.
- (4) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.

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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