

Cline James E
 Form 4
 May 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Cline James E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O TREX COMPANY, INC., 160
 EXETER DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 WINCHESTER, VA 22603-8605

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

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

(City) (State) (Zip)

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	(D)	Price
Common Stock	05/09/2018		M ⁽¹⁾		9,286	A	\$ 12.78
Common Stock	05/09/2018		D		1,051	D	\$ 112.96
Common Stock	05/09/2018		F ⁽²⁾		3,714	D	\$ 112.96
Common Stock	05/09/2018		S ⁽³⁾		2,400	D	\$ 112.6959
Common Stock	05/09/2018		S ⁽³⁾		5,290	D	\$ 113.5831

Edgar Filing: Cline James E - Form 4

					(5)		
Common Stock	05/09/2018	S ⁽³⁾	5,810	D	\$ 114.4098	36,971	D
Common Stock	05/10/2018	S ⁽³⁾	4,051	D	\$ 113.2158	32,920	D
Common Stock	05/10/2018	S ⁽³⁾	470	D	\$ 114.1031	32,450	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
Stock Appreciation Right	\$ 12.78	05/09/2018		M ⁽¹⁾	9,286	02/15/2013 02/15/2022	Common Stock 9,286

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cline James E C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X		President and CEO	

Signatures

/s/ William R. Gupp by power of
attorney

05/11/2018

__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) Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 24, 2017.
- (2) 3,714 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of SARs.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 24, 2017.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.39 to \$112.99, inclusive. The reporting person undertakes to provide Trex Company, Inc., any security holder of Trex Company, Inc., 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 ranges set forth in Footnote (4) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$113.00, to \$113.99, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$114.01 to \$115.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$112.895 to \$113.745, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$114.05 to \$114.285, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$114.05 to \$114.285, inclusive.

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.