

TREX CO INC
Form 4
August 12, 2014

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 *
GRATZ JAY M

(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)
08/11/2014

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/11/2014		M ⁽¹⁾	1,860	A \$ 12.645	8,616	D
Common Stock	08/11/2014		M ⁽¹⁾	432	A \$ 10.815	9,048	D
Common Stock	08/11/2014		M ⁽¹⁾	1,044	A \$ 10.01	10,092	D
Common Stock	08/11/2014		M ⁽¹⁾	2,568	A \$ 9.025	12,660	D
Common Stock	08/11/2014		M ⁽¹⁾	1,246	A \$ 8.47	13,906	D

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Common Stock	08/11/2014	D	1,995	D	\$ 36.31	11,911	D
Common Stock	08/12/2014	S(2)	5,155	D	\$ 36	6,756	D

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

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(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)	Amount or Number of Shares
Stock Appreciation Right	\$ 12.645	08/11/2014		M ⁽¹⁾	1,860	02/22/2007 02/22/2017	Common Stock	1,860
Stock Appreciation Right	\$ 10.815	08/11/2014		M ⁽¹⁾	432	04/02/2007 04/02/2017	Common Stock	432
Stock Appreciation Right	\$ 10.01	08/11/2014		M ⁽¹⁾	1,044	07/02/2007 07/02/2017	Common Stock	1,044
Stock Appreciation Right	\$ 9.025	08/11/2014		M ⁽¹⁾	2,568	07/18/2007 07/18/2017	Common Stock	2,568
Stock Appreciation Right	\$ 8.47	08/11/2014		M ⁽¹⁾	1,246	10/01/2008 10/01/2018	Common Stock	1,246

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GRATZ JAY M
C/O TREX COMPANY, INC.
160 EXETER DRIVE
WINCHESTER, VA 22603-8605

X

Signatures

/s/ William R. Gupp by power of
attorney

08/12/2014

__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 (SARs) are being exercised pursuant to a Rule 10b5-1 Exercise plan adopted by the reporting person on February 25, 2014.
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales plan adopted by the reporting person on February 25, 2014.

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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