FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Cline James E															Check a			ng Perso	10% Owner Other (specify	
ast) (First) (Middle) O TREX COMPANY, INC. O EXETER DRIVE			02/	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2014											Senior Vice President and CFO				FO	
			05	Line) X Form filed by One F							e Repor	ting Pers	on							
	Tabl	le I - Noi	n-Deriv	/ative	Se	ecur	rities	s Acq	uired,	Dis	posed o	f, or	Ben	efici	ally O	wne	ed			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					4 and Secu Ben Owr		ties cially d Following	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	Trans		action(s)			(111511.4)
n Stock			02/19	02/19/2014				A ⁽¹⁾		3,432	A	\$67	.43 35,10		5,102		D			
Stock			02/19	9/2014	1				A ⁽²⁾		3,432		A	\$67	7.43	38,534 D		D		
	Та															ned				
	3. Transaction Date (Month/Day/Year)	Execution if any	n Date,	Code (8)	(Insti	on or. D	of Deriva Securi Acquir (A) or Dispos of (D) (Instr. ; and 5)	tive ties red sed 3, 4	Expiratio (Month/D	on Dat	e ar)	Amo Secu Und Deri Secu and	ount of urities erlying vative urity (In 4) Am or Nui	ount nber	Deriva Secur	itive ity	derivative Securities Beneficially Owned Following Reported	Ow Fo Dir or (I)	vnership rm: rect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(F X COMPATER DRIV ESTER V. (S Stock Stock 2. Conversion or Exercise Price of Derivative	(First) (X COMPANY, INC. TER DRIVE ESTER VA (State) (Table Security (Instr. 3) Stock Stock 2. Conversion or Exercise Price of Date (Month/Day/Year) Privative (Month/Day/Year)	(First) (Middle) X COMPANY, INC. TER DRIVE ESTER VA 22603-86 (State) (Zip) Table I - Note of the content	(First) (Middle) X COMPANY, INC. TER DRIVE ESTER VA 22603-8605 (State) (Zip) Table I - Non-Derivation (Month/) Stock Table II - Derivation (e.g., p) 2. Transaction Date (Month/) Conversion or Exercise Price of Derivative (Month/) Price of Date (Month/) Conversion of Exercise	(First) (Middle) X COMPANY, INC. TER DRIVE STER VA 22603-8605 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Stock Table II - Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (if any Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	TRE (First) (Middle) X COMPANY, INC. TER DRIVE Table I - Non-Derivative Security (Instr. 3) Stock 12. Transaction Date (Month/Day/Year) Table II - Derivative Security Table II - Derivative Security 2. Transaction Date (Month/Day/Year) 3. Date 02/19/2014 Table II - Derivative Security 4. Transaction Date (if any (Month/Day/Year)) Conversion of Exercise Price of Derivative Security 3. Date 02/19/2014 Table II - Derivative Security 4. Transaction Code (Inst if any (Month/Day/Year)) (Month/Day/Year) 3. Date 02/19/2014	TREX Company (Middle) X COMPANY, INC. TER DRIVE 22603-8605 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/19/2014 Table II - Derivative Security (e.g., puts, calls, work calls, wo	TREX CO II TREX C	TREX CO INC [TREX CO INC [3. Date of Earliest Transa	TREX CO INC [TREX CO INC] Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date	TREX CO INC [TREX] Transaction (Month/02/19/2014 Transaction (Month/02/19/2014 Transaction (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disponsion of Exercise (e.g., puts, calls, warrants, options, concept of (Disposed of (D) (Instr. 3, 4 and 5) TREX CO INC [TREX] TREX CO INC [TREX] Transaction (Month/02/19/2014 Transaction Date (Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year)	TREX CO INC [TREX] (First) (Middle) X COMPANY, INC. TER DRIVE 3. 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Date Exercisable and Expiration Date (Month/Day/Year)	TREX CO INC [TREX] Company Co	TREX CO INC [TREX] (First) (Middle) X COMPANY, INC. TER DRIVE 3. Date of Earliest Transaction (Month/Day/Year) 02/19/2014 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Code (Instr. 3) 2. 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If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 24. 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Transaction (Month/Day/Year) Code [V Amount [(A) or Price Securities Securi

Explanation of Responses:

- 1. This restricted stock award vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.
- 2. This restricted stock award is performance-based, and vests over a three-year period in three equal installments beginning on the first anniversary of the grant date. The number of shares set forth above is the target number of shares. The number of shares that will actually vest each year will be based upon performance against certain financial goals for the Company, and will range from 0% to 200% of the target number of shares.

/s/ William R. Gupp by power of attorney

** Signature of Reporting Person

Date

02/21/2014

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

- * 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).

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

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 Number.