

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Cline James E</u>	<u>TREX CO INC [TREX]</u>	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) Other (specify below)
<u>C/O TREX COMPANY, INC.</u>	<u>02/18/2015</u>	<u>Senior Vice President and CFO</u>
<u>160 EXETER DRIVE</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
<u>WINCHESTER VA 22603-8605</u>		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	(A) or (D)	Price			
Common Stock	02/18/2015		D ⁽¹⁾		407	D	\$43.89	73,891	D	
Common Stock	02/18/2015		F ⁽²⁾		623	D	\$43.89	73,268	D	
Common Stock	02/18/2015		A ⁽³⁾		5,431	A	\$43.89	78,699	D	
Common Stock	02/18/2015		A ⁽⁴⁾		5,431	A	\$43.89	84,130	D	
Common Stock	02/19/2015		F ⁽⁵⁾		758	D	\$43.64	83,372	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents net share difference between target performance-based shares and actual vested shares, based upon performance goals for the Company.
2. 623 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on previously granted restricted shares.
3. This restricted stock award vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.
4. 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.
5. 758 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on previously granted restricted shares.

/s/ William R. Gupp by power of attorney 02/20/2015

** Signature of Reporting Person Date

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.