FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | | |
|---------------------|----------|--|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-028 | | | | | | | | | | |
| Estimated average h | nurden | | | | | | | | | | |

0.5

hours per response:

F. Dolotionship of Deporting Person(s) to Issuer

| 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

2 Januar Nama and Tieker or Trading Cumbel

| | Table | | | ecurities Acqu alls, warrants, | | | | | | Owned | | | | | |
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| | | | | | | | | | | | | | | | |
| Common Stock 03/13/2 | | | | | S ⁽³⁾ | | 1,825 | D | \$71.94(4) | 40, | ,994 | D | | | |
| | | 03/11/ | 2014 | | F ⁽²⁾ | | 956 | D | \$72.41 | 42, | 819 | D | | | |
| | | 03/11/ | 2014 | | D | | 1,576 | D | \$72.41 | 43, | ,775 | D | | | |
| | | 03/11/ | 2014 | | M ⁽¹⁾ | | 4,357 | A | \$26.2 | 45, | 351 | D | | | |
| | | | | | Code | v | Amount | (A) or (D) | Price | Transact | ion(s) | | (Instr. 4) | | |
| (Instr. 3) | | Date | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | | | | i) Securities Form: I Beneficially (D) or II Owned Following (I) (Insti | | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership | | |
| | Table I - | Non-Deriv | ative S | Securities Acc | quired | l, Dis | sposed of | f, or Bei | neficially | Owned | | | | | |
| (State) | (Zip) | | | | | | | | | 1 013011 | | | | | |
| VA | 22603 | 3-8605 | | | | | | | | Form fi | led by More | | | | |
| (Street) | | | | | - 11 Americancin, Date of Original Filed (World #Day/Teal) | | | | | | | | | | |
| RIVE | | | 4 If A | mendment Date o | f Origin: | al File | d (Month/Day | //Year) | 6 Inc | lividual or 1 | Inint/Group | Filing (Check A | nnlicable | | |
| C/O TREX COMPANY, INC. | | | | | 03/11/2014 | | | | | | | Sr. Vice President, Operations | | | |
| (1.100) | | | | | | | | | | | | below |)`` | | |
| 1. Name and Address of Reporting Person Reese F Timothy | | | | | | _ | Cymbol | | (Che | ck all applic | cable) r | 10% (| Owner | | |
|) I | (First) IPANY, INC. RIVE VA (State) | (First) (Middle IPANY, INC. RIVE VA 22603 (State) (Zip) Table I - | (First) (Middle) IPANY, INC. RIVE VA 22603-8605 (State) (Zip) Table I - Non-Deriv Instr. 3) 2. Transac Date (Month/Da | (First) (Middle) 3. Dat 03/13 (PANY, INC. RIVE 4. If A VA 22603-8605 (State) (Zip) Table I - Non-Derivative S Instr. 3) 2. Transaction | TREX CO INC [(First) (Middle) (IPANY, INC. RIVE VA 22603-8605 (State) (Zip) Table I - Non-Derivative Securities Account of the control | (First) (Middle) (PANY, INC. RIVE VA 22603-8605 (State) (Zip) Table I - Non-Derivative Securities Acquired Execution Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (I) 03/11/2014 4. If Amendment, Date of Original 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (I) 03/11/2014 | TREX CO INC [TREX] (First) (Middle) IPANY, INC. RIVE VA 22603-8605 (State) (Zip) Table I - Non-Derivative Securities Acquired, Distribute (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) TREX CO INC [TREX] 3. Date of Earliest Transaction (Month/Day/11/2014 4. If Amendment, Date of Original Filed 2. Transaction Code (Instr. 8) Transaction Code (Instr. 8) Code V | TREX CO INC [TREX] (First) (Middle) IPANY, INC. RIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Code V Amount Amoun | TREX CO INC [TREX] (First) (Middle) IPANY, INC. RIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Bell Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 8) (A) or (D) | TREX CO INC [TREX] (Check (A) or (Check (| TREX CO INC [TREX] (Check all applic Director X Officer below) 3. Date of Earliest Transaction (Month/Day/Year) 03/11/2014 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount Code (Instr. 3) Code V Amount (A) or Price (Instr. 3 are price of the large of | TREX CO INC [TREX] (Check all applicable) Director X Officer (give title below) Sr. Vice Presid (State) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or Disposed Of (Instr. 3, 4 and 5) (Check all applicable) Director X Officer (give title below) Sr. Vice Presid 6. Individual or Joint/Group Line) X Form filed by One Form filed by On | TREX CO INC [TREX] (Check all applicable) Director 10% of Officer (give title below) Sr. Vice President, Operation Sr. Vice President, Operation VA 22603-8605 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Check all applicable) Director 10% of X Officer (give title below) Sr. Vice President, Operation 6. Individual or Joint/Group Filing (Check A Line) X Form filed by One Reporting Pers Form filed by More than One Rep Person 5. Amount of Securities Beneficially Owned Following (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Check All applicable) Director 10% of Other Delow Officer (give title Delow) Sr. Vice President, Operation 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) S. Form filed by One Reporting Pers Form filed by More than One Rep Person Code (Instr. 3) Code V Amount (A) or Price (D) or Indirect (D) or | | |

| 1 | L. Title of Oerivative 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 | | | | |
| | Stock Appreciation Right | \$26.2 | 03/11/2014 | | M ⁽¹⁾ | | | 4,357 | 02/16/2012 | 02/16/2022 | Common Stock | 4,357 | \$0 | 0 | D | |

Explanation of Responses:

- 1. 4,357 Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 SAR Exercise plan adopted by the reporting person on October 28, 2013.
- 2. 956 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of stock appreciation rights.
- 3. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 28, 2013.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.38 to \$72.56, 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.

<u>/s/ William R. Gupp by power of attorney</u>

03/13/2014

** 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.