

☐ 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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Cline James E</u>  (Last) (First) (Middle) <u>C/O TREX COMPANY, INC.</u> <u>160 EXETER DRIVE</u>  (Street) <u>WINCHESTER VA 22603-8605</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TREX CO INC [ TREX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/24/2016		M <sup>(1)</sup>		11,946	A	\$8.705	109,314	D	
Common Stock	02/24/2016		D		2,450	D	\$42.45	106,864	D	
Common Stock	02/24/2016		F <sup>(2)</sup>		3,143	D	\$42.45	103,721	D	
Common Stock	02/24/2016		S <sup>(3)</sup>		2,037	D	\$41.35	101,684	D	
Common Stock	02/25/2016		S <sup>(3)</sup>		6,353	D	\$42.1442 <sup>(4)</sup>	95,331	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				
Stock Appreciation Right	\$8.705	02/24/2016		M <sup>(1)</sup>			11,946	02/17/2011	02/17/2020	Common Stock	11,946	\$0	404	D	

Explanation of Responses:

1. Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 18, 2015.
2. 3,143 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 trading plan adopted by the reporting person on August 18, 2015.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$42.00 to \$42.70, 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.

/s/ William R. Gupp by power of attorney02/26/2016

\*\* Signature of Reporting PersonDate

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.