SEC Form 5

FORM 5

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

Form 3 Holdings Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL

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Form 4 Transactio	ons Reported.	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 [*] FERRARI ANDREW U			2. Issuer Name and Ticker or Trading Symbol <u>TREX CO INC</u> [TWP]	5. Relationship of Reporting Person(s) to Issue (Check all applicable) X Director 10% Own			
(Last) C/O TREX COM		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008		Officer (give title below)	Other (specify below)	
160 EXETER DI			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	idual or Joint/Group Filing (Check Applicable	
(Street) WINCHESTER	VA	22603-8605		X	Form filed by One Report Form filed by More than 0 Person	0	
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

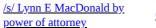
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership
		(Monthin Day) real)	5)	Amount	Amount (A) or (D) Price		Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	10/07/2008	10/07/2008	G	50,000(1)	Α	\$ <mark>0</mark>	670,977 ⁽²⁾	D	
Common Stock	10/07/2008	10/07/2008	G	50,000 ⁽¹⁾	D	\$ 0	0	Ι	By Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0-9-) P	,,		,	•••••••							
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)		ite	7. Title Amoun Securit Underly Derivat Securit and 4)	it of ties ying	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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These shares were gifted by the reporting person from a grantor retained annuity trust, for which the reporting person was the sole trustee, and returned to the reporting person's common stock holdings. 2. Does not include Indirect Beneficial Ownership of 850 shares by wife. Mr. Ferrari disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purposes.



** Signature of Reporting Person Date

02/13/2009

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.