## SEC Form 4

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 3235-0287 OMB Number: Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TREX CO INC</u> [ TREX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>Cline James E</u>	<u>+</u>			X	Director	10% Owner				
					Officer (give title below)	Other (specify below)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		,	,				
C/O TREX COM	IPANY, INC.		04/30/2019		President and CEO					
160 EXETER DRIVE										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street)				Line)						
WINCHESTER	VA	22603-8605			X Form filed by One Reporting Person					
					Form filed by More thar Person	o One Reporting				
(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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	04/30/2019		<b>M</b> <sup>(1)</sup>		10,256	Α	\$20.585	81,897	D			
Common Stock	04/30/2019		D		3,048	D	\$69.27	78,849	D			
Common Stock	04/30/2019		<b>F</b> <sup>(2)</sup>		3,251	D	\$69.27	75,598	D			
Common Stock	04/30/2019		<b>M</b> <sup>(1)</sup>		11,424	A	\$10.97	87,022	D			
Common Stock	04/30/2019		D		1,810	D	\$69.27	85,212	D			
Common Stock	04/30/2019		<b>F</b> <sup>(2)</sup>		4,336	D	\$69.27	80,876	D			
Common Stock	05/01/2019		<b>S</b> <sup>(3)</sup>		9,235	D	\$68.2247(4)	71,641	D			
Common Stock	05/01/2019		S <sup>(3)</sup>		2,745	D	\$68.7428(5)	68,896	D			

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

	(e.g., puis, cais, warans, 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)		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	\$20.585	04/30/2019		M <sup>(1)</sup>			10,256	08/17/2016	08/17/2025	Common Stock	10,256	\$0	0	D	
Stock Appreciation Right	\$20.585	04/30/2019		M <sup>(1)</sup>			11,424	08/17/2016	08/17/2025	Common Stock	11,424	\$0	0	D	

#### Explanation of Responses:

1. Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 1, 2018.

2. Shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted SARs.

3. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 1, 2018.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$68.1509 to \$68.8804, inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.50 to \$69.09, inclusive.

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

05/01/2019

Date

\*\* Signature of Reporting Person

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.