

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GRATZ JAY M</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/20/2013		M		1,123	A	\$11.12	2,361	D	
Common Stock	02/20/2013		M		1,643	A	\$8.52	4,004	D	
Common Stock	02/20/2013		M		1,656	A	\$8.28	5,660	D	
Common Stock	02/20/2013		M		999	A	\$11.11	6,659	D	
Common Stock	02/20/2013		M		5,938	A	\$10.61	12,597	D	
Common Stock	02/20/2013		M		1,165	A	\$8.49	13,762	D	
Common Stock	02/20/2013		M		696	A	\$13.06	14,458	D	
Common Stock	02/20/2013		M		3,482	A	\$14.86	17,940	D	
Common Stock	02/20/2013		D		3,881	D	\$47.73	14,059	D	
Common Stock	02/21/2013		S		12,821	D	\$45.3524 <sup>(1)</sup>	1,238	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
Stock Appreciation Right	\$11.12	02/20/2013		M		1,123		10/01/2007	10/01/2017	Common Stock	1,123	\$0	0	D	
Stock Appreciation Right	\$8.52	02/20/2013		M		1,643		01/02/2008	01/02/2018	Common Stock	1,643	\$0	0	D	
Stock Appreciation Right	\$8.28	02/20/2013		M		1,656		04/01/2008	04/01/2018	Common Stock	1,656	\$0	0	D	
Stock Appreciation Right	\$11.11	02/20/2013		M		999		07/01/2008	07/01/2018	Common Stock	999	\$0	0	D	
Stock Appreciation Right	\$10.61	02/20/2013		M		5,938		07/22/2008	07/22/2018	Common Stock	5,938	\$0	0	D	
Stock Appreciation Right	\$8.49	02/20/2013		M		1,165		04/01/2009	04/01/2019	Common Stock	1,165	\$0	0	D	
Stock Appreciation Right	\$13.06	02/20/2013		M		696		07/01/2009	07/01/2019	Common Stock	696	\$0	0	D	

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(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	\$14.86	02/20/2013		M			3,482	07/21/2009	07/21/2019	Common Stock	3,482	\$0	0	D	

**Explanation of Responses:**

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$44.88 to \$45.78, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company 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 range set forth in footnote (1) to this Form 4.

/s/ William R. Gupp by power of attorney      02/22/2013

\*\* 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.**