

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2016</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	05/11/2016		M <sup>(1)</sup>		11,946	A	\$13.1	105,240	D	
Common Stock	05/11/2016		D		3,630	D	\$43.11	101,610	D	
Common Stock	05/11/2016		F <sup>(2)</sup>		3,967	D	\$43.11	97,643	D	
Common Stock	05/11/2016		S <sup>(3)</sup>		2,037	D	\$43.0522 <sup>(4)</sup>	95,606	D	
Common Stock	05/12/2016		S <sup>(3)</sup>		4,349	D	\$43.1316 <sup>(5)</sup>	91,257	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					
Stock Appreciation Right	\$13.1	05/11/2016		M <sup>(1)</sup>			11,946	02/16/2012	02/16/2022	Common Stock 11,946	\$0	2,659	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. 3,967 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 \$42.11 to \$43.35, 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.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.37, 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 (5) to this Form 4.

/s/ William R. Gupp by power of attorney 05/13/2016

\*\* 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.

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