FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Name and Address of Reporting Person* Cline James E				2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TREX] 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify														
(Last) (First) (Middle) C/O TREX COMPANY, INC. 160 EXETER DRIVE			(Middle)	3. Date 07/02	of Earliest Transa /2012	ction (M	onth/D	Day/Year)	X	below)		below lent and CFO						
(Street)			_ 4. If An	nendment, Date of	Original	Filed	(Month/Day/Ye	6. Inc Line)	6. Individual or Joint/Group Filing (Check Applicable Line)									
,	STER VA	:	22603-8605	_								X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Sta	te)	(Zip)								Person							
		Tal	ole I - Non-Deri	vative S	ecurities Acq	uired,	Dis	posed of,	or Bene	ficially	Owned							
1. Title of Security (Instr. 3)		Date	saction /Day/Year)	Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (Disposed Of (D) (Instr. 3		(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	s lly ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
					Code V A		Amount	Amount (A) or (D) Pri		Transacti (Instr. 3 a	tion(s)							
Common S	itock		07/0	2/2012		M ⁽¹⁾		12,000	Α	\$9.14	48,	082	D					
Common S	itock		07/0	2/2012		D		3,530	D	\$31.07	44,	552	D					
Common S	itock		07/0	2/2012		F ⁽²⁾		3,575	D	\$31.07	40,	977	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		200	D	\$30.31	40,	777	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		400	D	\$30.32	40,	377	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		600	D	\$30.33	39,	777	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		100	D	\$30.35	39,	677	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		100	D	\$30.36	39,	577	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		200	D	\$30.41	39,	377	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		200	D	\$30.46	39,	177	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		200	D	\$30.47	38,	977	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		400	D	\$30.48	38,	577	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		200	D	\$30.5	38,	377	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		300	D	\$30.51	38,	077	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		100	D	\$30.52	37,	977	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		100	D	\$30.54	37,	877	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		100	D	\$30.56	37,	777	D					
Common S	itock		07/0	5/2012		S ⁽³⁾		300	D	\$30.62	37,	477	D					
Common S	tock		07/0	5/2012		S ⁽³⁾		400	D	\$30.63	37,	077	D					
Common S	tock		07/0	5/2012		S ⁽³⁾		200	D	\$30.65	36,	877	D					
Common S	Stock		07/0	5/2012		S ⁽³⁾		100	D	\$30.67	36,	777	D					
Common Stock		07/0	5/2012		S ⁽³⁾		500	D	\$30.76	36,277		D						
Common Stock 07/05						S ⁽³⁾		195	D	\$30.78	36,082		D					
			Table II - Deriv		curities Acqu Ils, warrants,						Owned							
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date,	4. Transactic Code (Ins 8)	5. Number of		xercis	sable and e c c c c c c c c c c c c c c c c c c	7. Title and of Securitie Jnderlying Derivative Instr. 3 an	Amount es	Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh S Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)					

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	outs, Code	Code V 6AN u(nix)er Expertise Enter cisal nate Code (Instr. Derivative (Month/Day/Year)		Onvertib Expiration sabateand	e secur	tiles) er of i Simoossit es g Security	8. Price of	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)		
Stock Appreciation Right	\$9.14	07/02/2012	ς _M (1):	v	(A)	12,000	Date	Expiration 05/07/2018	Common Stock	Amount or Number of 12,000	\$0	26,856	D	

Explanation of Responses:

- 1. 12,000 Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.
- 2. 3,575 shares are being surrendered as allowed by the Company's 2005 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 February 28, 2012.
- 4. The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.

/s/ William R. Gupp by power 07/05/2012 of attorney

** 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.