

FORM 5

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL 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	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>Cox James Mitchell</u> (Last) (First) (Middle) C/O TREX COMPANY, INC 160 EXETER DRIVE (Street) WINCHESTER VA 22603-8605 (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) Director 10% Owner Officer (give title below) Other (specify below) X Vice President, Sales
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/16/2012		M4	9,700	A	\$24.17	129,047	D	
Common Stock	08/16/2012		M4	6,825	A	\$25.37	135,872	D	
Common Stock	08/16/2012		M4	3,413	A	\$25.37	139,285	D	
Common Stock	08/16/2012		M4	37,049	A	\$9.14	176,334	D	
Common Stock	08/16/2012		M4	21,519	A	\$13.44	197,853	D	
Common Stock	08/16/2012		M4	9,948	A	\$17.41	207,801	D	
Common Stock	08/16/2012		M4	3,515	A	\$26.2	211,316	D	
Common Stock	08/16/2012		D4	47,172	D	\$29.41	164,144	D	
Common Stock	08/16/2012		F4 ⁽¹⁾	18,810	D	\$29.41	145,334	D	
Common Stock	08/16/2012		S4	16,909	D	\$29.51	128,425	D	
Common Stock	08/16/2012		S4	10,000	D	\$29.61	118,425	D	
Common Stock	08/17/2012		S4	35,862	D	\$29.97	82,563	D	
Common Stock	08/28/2012		S4	4,044	D	\$30.14	78,519	D	
Common Stock	08/29/2012		S4	3,185	D	\$30.14	75,334	D	
Common Stock	08/29/2012		S4	7,553	D	\$30.29	67,781	D	
Common Stock	08/31/2012		S4	12,447	D	\$30.29	55,334	D	
Common Stock	08/31/2012		S4	20,000	D	\$30.77	35,334	D	
Common Stock	09/13/2012		S4	6,419	D	\$33.26	28,915	D	
Common Stock	09/13/2012		S4	10,000	D	\$33.04	18,915	D	
Common Stock	09/13/2012		S4	359	D	\$33.5	18,556	D	
Common Stock	09/13/2012		S4	18,556	D	\$33.5	0	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right ⁽²⁾	\$24.17	08/16/2012		4M		9,700	05/07/2009	02/08/2016	Common Stock	9,700	\$0	0	D	
Stock Appreciation Right ⁽²⁾	\$25.37	08/16/2012		4M		6,825	05/07/2009	02/21/2017	Common Stock	6,825	\$0	0	D	
Stock Appreciation Right ⁽²⁾	\$25.37	08/16/2012		4M		3,413	02/21/2010	02/21/2017	Common Stock	3,413	\$0	0	D	
Stock Appreciation Right ⁽²⁾	\$9.14	08/16/2012		4M		37,049	05/07/2011	05/07/2018	Common Stock	37,049	\$0	0	D	
Stock Appreciation Right ⁽²⁾	\$13.44	08/16/2012		4M		21,519	02/18/2010	02/18/2019	Common Stock	21,519	\$0	0	D	
Stock Appreciation Right ⁽³⁾	\$17.41	08/16/2012		4M		9,948	02/17/2011	02/17/2020	Common Stock	9,948	\$0	4,972	D	
Stock Appreciation Right ⁽³⁾	\$26.2	08/16/2012		4M		3,515	02/16/2012	02/16/2022	Common Stock	3,515	\$0	7,029	D	

Explanation of Responses:

- 18,810 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.
- This stock appreciation right is fully exercisable.
- This stock appreciation right becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date.

/s/ William R. Gupp by power 11/26/2012
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.

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