

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)¹**

Trex Company, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

89531P 105

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Robert G. Matheny

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

Not applicable

3. SEC Use Only

4. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power	1,731,617
	6. Shared Voting Power	0
	7. Sole Dispositive Power	1,731,617
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,731,617 ²

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12.1%

12. Type of Reporting Person (See Instructions)

IN

² Does not include 1,000 shares owned of record by the reporting person's spouse for which the reporting person has no voting or investment power and for which the reporting person otherwise disclaims beneficial ownership.

This Amendment No. 3 further amends the initial Schedule 13G filed on February 14, 2000, as amended by Amendment No. 1 filed on February 14, 2001 and Amendment No. 2 filed on February 13, 2002, by Robert G. Matheny (the "reporting person") relating to the common stock, par value \$.01 per share, of Trex Company, Inc.

Item 4. Ownership.

Item 4 is hereby amended and restated in its entirety as follows:

As of December 31, 2002, Robert G. Matheny beneficially owns in the aggregate the following:

(a) Amount beneficially owned:

1,731,617³

(b) Percent of class: 12.1%

(c) Number of shares as to which the reporting person has:

Sole power to vote or to direct the vote: 1,731,617

Shared power to vote or to direct the vote: 0

Sole power to dispose or direct the disposal of: 1,731,617

Shared power to dispose or direct the disposal of: 0

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2003

/s/ Robert G. Matheny

Robert G. Matheny

³ Does not include 1,000 shares owned of record by the reporting person's spouse for which the reporting person has no voting or investment power and for which the reporting person otherwise disclaims beneficial ownership.