SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MATHENY ROBERT G (Last) (First) (Middle) 160 EXETER DRIVE (Street) WINCHESTER VA 22603-8605 (City) (State) (Zip)	TREX CO INC [TWP] 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director; 10% Owner X Officer (give title below); Other (specify below) Chairman and CEO 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 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	02/04/2004	02/04/2004	S		100	D	$37.89	1,371,700(1)	D	
Common Stock	02/04/2004	02/05/2004	S		100	D	$38.04	1,371,600(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38	1,371,500(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.03	1,371,400(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.05	1,371,300(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.91	1,371,200(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.95	1,371,100(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.92	1,371,000(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.97	1,370,900(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.71	1,370,800(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.45	1,370,700(1)	D	
Common Stock	02/04/2004	02/04/2004	S		150	D	$37.85	1,370,550(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.89	1,370,450(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.07	1,370,350(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.04	1,370,250(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.02	1,370,150(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.03	1,370,050(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.05	1,369,950(1)	D	
Common Stock	02/04/2004	02/04/2004	S		200	D	$37.96	1,369,750(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.9	1,369,650(1)	D	
Common Stock	02/04/2004	02/04/2004	S		150	D	$37.71	1,369,500(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$38.45	1,369,400(1)	D	
Common Stock	02/04/2004	02/04/2004	S		100	D	$37.86	1,369,300(1)	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)

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	Amount or Number of Shares				

1. Does not include Indirect Beneficial Ownership of 1000 shares by wife. Mr. Matheny disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Lynn E. MacDonald
** Signature of Reporting Person

02/06/2004
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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Explanation of Responses: