

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GRATZ JAY M</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	08/11/2014		M <sup>(1)</sup>		1,860	A	\$12.645	8,616	D	
Common Stock	08/11/2014		M <sup>(1)</sup>		432	A	\$10.815	9,048	D	
Common Stock	08/11/2014		M <sup>(1)</sup>		1,044	A	\$10.01	10,092	D	
Common Stock	08/11/2014		M <sup>(1)</sup>		2,568	A	\$9.025	12,660	D	
Common Stock	08/11/2014		M <sup>(1)</sup>		1,246	A	\$8.47	13,906	D	
Common Stock	08/11/2014		D		1,995	D	\$36.31	11,911	D	
Common Stock	08/12/2014		S <sup>(2)</sup>		5,155	D	\$36	6,756	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						Amount or Number of Shares
Stock Appreciation Right	\$12.645	08/11/2014		M <sup>(1)</sup>			1,860	02/22/2007	02/22/2017	Common Stock	1,860	\$0	0	D	
Stock Appreciation Right	\$10.815	08/11/2014		M <sup>(1)</sup>			432	04/02/2007	04/02/2017	Common Stock	432	\$0	0	D	
Stock Appreciation Right	\$10.01	08/11/2014		M <sup>(1)</sup>			1,044	07/02/2007	07/02/2017	Common Stock	1,044	\$0	0	D	
Stock Appreciation Right	\$9.025	08/11/2014		M <sup>(1)</sup>			2,568	07/18/2007	07/18/2017	Common Stock	2,568	\$0	0	D	
Stock Appreciation Right	\$8.47	08/11/2014		M <sup>(1)</sup>			1,246	10/01/2008	10/01/2018	Common Stock	1,246	\$0	0	D	

Explanation of Responses:

1. Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 Exercise plan adopted by the reporting person on February 25, 2014.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales plan adopted by the reporting person on February 25, 2014.

/s/ William R. Gupp by power of attorney 08/12/2014

\*\* 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.

