FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 205

wasnington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-02		

OMB Number: 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* Gupp William R.							2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TREX]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u> </u>	<u>v iiiiaiii</u>	11.															Direc	ctor	10%	Owner		
(Last) (First) (Middle)				3 D	2. Data of Farliant Transaction (Month/Day/Veer)									X	Offic belov	er (give title w)	Othe belo	r (specify v)				
						3. Date of Earliest Transaction (Month/Day/Year) 07/24/2012										CAC), Gen. Cou	ınsel & Secr	etarv			
C/O TREX COMPANY, INC.					077	0//24/2012											,		J			
160 EXETER DRIVE																						
						4 If	Ame	Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
					. "	4. II Amendment, Date of Original Filed (Month/Day/ feat)									Line)							
(Street)																X	Forn	n filed by One	e Reporting Pe	rson		
WINCH	ESTER	VA	2	2603-86	05													•	re than One Re			
																	Pers		e than One Re	porting		
(City)		(State	a) (3	Zip)																		
(Oity)		(Otati	(2	-iP)																		
			Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, oı	r Ben	eficia	ally	Owne	ed				
1. Title of S	Security (II	nstr.	3)		2. Transa	action	tion 2A. Deemed 3.					4. Securities Acquired (A)						ount of	6. Ownership	7. Nature		
	• •		•		Date (Month/F	>/V==	Execution Date,				Transaction Disposed Of (D) (Instr. 3, 4			3, 4 ar	and Securi Benefi			Form: Direct (D) or Indirect	of Indirect Beneficial			
(MONT			(WOTHIT)			if any (Month/Day/Year)		Code (Instr. 5) 8)					Owne		d Following	(I) (Instr. 4)	Ownership					
								H				(A) or		Repor				(Instr. 4)				
										Code	V	Amount		(A) or (D)	Price	•	Transaction(s) (Instr. 3 and 4)					
Common Stock 07				07/24/2012					A ⁽¹⁾		15,447	7	A	\$28.35		49,408		D				
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1. Title of	2.	٦,	. Transaction	3A. Deem	ha	4.		5. Nu	mher	6 Date F	verci	hne aldes	7 Ti	itle and		g Dr	ice of	9. Number o	f 10.	11. Nature		
Derivative	Conversion		Date (Month/Day/Year)	Execution if any (Month/Da		Transaction				6. Date Exercisable and Expiration Date			Amount of			Derivative		derivative	Ownership	of Indirect		
Security	or Exercise Price of	se (Code (Instr.	r. Derivative Securities Acquired		(Month/E	ay/Ye	ar)	Securities			Security		Securities	Form:	Beneficial		
(Instr. 3)	Derivative	,				8)							Underlying Derivative			(Instr. 5)		Beneficially Owned	Direct (D) or Indirect	Ownership (Instr. 4)		
	Security		(A) or Security Disposed and 4)					Sec	urity (In	str. 3			Following	(I) (Instr. 4								
								4)				Reported Transaction	(e)									
						of (D) (Instr. 3, 4										1		(Instr. 4)	(5)			
						and 5)							(
					Ī									Am	ount	1			- 1			
														or					- 1			
										Date		Expiration		Nui	mber							
						Code	v	(A)		Exercisa		Date	Title		ares							

Explanation of Responses:

1. This restricted award will vest in accordance with the terms of a Retention Agreement, dated July 24, 2012, between Trex Company, Inc. and William R. Gupp; to be further described in the Company's Quarterly Report on Form 10-Q for the quarterly period ended on June 30, 2012.

/s/ Willaim R. Gupp

07/26/2012

** 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.