

**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 |
| Estimated average burden hours per response: | 0.5       |

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>MATHENY ROBERT G</u><br><br>(Last) (First) (Middle)<br>160 EXETER DRIVE<br><br>(Street)<br>WINCHESTER VA 22603-8605<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TREX CO INC [ TWP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chairman and CEO |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/11/2005            |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.04 | 1,201,500 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 100   | D          | \$49.05 | 1,201,400 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.07 | 1,201,200 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.08 | 1,200,900 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 700   | D          | \$49.09 | 1,200,200 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 100   | D          | \$49.1  | 1,200,100 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 100   | D          | \$49.11 | 1,200,000 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 100   | D          | \$49.12 | 1,199,900 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.14 | 1,199,700 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.15 | 1,199,500 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 400   | D          | \$49.16 | 1,199,100 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 600   | D          | \$49.17 | 1,198,500 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.18 | 1,198,300 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 700   | D          | \$49.19 | 1,197,600 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.2  | 1,197,300 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 600   | D          | \$49.21 | 1,196,700 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.22 | 1,196,400 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 500   | D          | \$49.23 | 1,195,900 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.25 | 1,195,600 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.26 | 1,195,400 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.28 | 1,195,100 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.29 | 1,194,800 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 100   | D          | \$49.35 | 1,194,700 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 100   | D          | \$49.37 | 1,194,600 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 200   | D          | \$49.4  | 1,194,400 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 300   | D          | \$49.41 | 1,194,100 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 500   | D          | \$49.7  | 1,193,600 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 01/11/2005                           | 01/11/2005   | S                              |   | 1,900   | D          | \$49.8  | 1,191,700 <sup>(1)</sup>  | 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) | 4. Deemed Execution Date, if any (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Underlying Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|--|--|--------------------------------------|---|--------------------------------|--|---|--|---|---|--|--|
| 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Underlying Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| Explanation of Responses:  |  |                                      | 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. Number 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. |  |                                      | Code  | V                              | (A)  | (D)                                     | Date Exercisable                           | Expiration Date                                       | Lynn E. MacDonald   | 01/12/2005   |  |

\*\* 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.