

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Cline James E</u> (Last) (First) (Middle) C/O TREX COMPANY, INC. 160 EXETER DRIVE (Street) WINCHESTER VA 22603-8605 (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) Director 10% Owner Officer (give title below) Other (specify below) X Vice President and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 09/12/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	09/12/2012		M ⁽¹⁾		12,000	A	\$9.14	65,418	D	
Common Stock	09/12/2012		D		3,347	D	\$32.77	62,071	D	
Common Stock	09/12/2012		F ⁽²⁾		3,652	D	\$32.77	58,419	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$32.9	58,319	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$32.93	58,219	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$32.98	58,119	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$32.99	58,019	D	
Common Stock	09/14/2012		S ⁽³⁾		200	D	\$33	57,819	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.07	57,719	D	
Common Stock	09/14/2012		S ⁽³⁾		200	D	\$33.08	57,519	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.09	57,419	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.12	57,319	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.13	57,219	D	
Common Stock	09/14/2012		S ⁽³⁾		200	D	\$33.37	57,019	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.39	56,919	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.4	56,819	D	
Common Stock	09/14/2012		S ⁽³⁾		200	D	\$33.41	56,619	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.42	56,519	D	
Common Stock	09/14/2012		S ⁽³⁾		300	D	\$33.43	56,219	D	
Common Stock	09/14/2012		S ⁽³⁾		500	D	\$33.44	55,719	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.45	55,619	D	
Common Stock	09/14/2012		S ⁽³⁾		500	D	\$33.46	55,119	D	
Common Stock	09/14/2012		S ⁽³⁾		200	D	\$33.47	54,919	D	
Common Stock	09/14/2012		S ⁽³⁾		200	D	\$33.48	54,719	D	
Common Stock	09/14/2012		S ⁽³⁾		401	D	\$33.49	54,318	D	
Common Stock	09/14/2012		S ⁽³⁾		400	D	\$33.5	53,918	D	
Common Stock	09/14/2012		S ⁽³⁾		100	D	\$33.51	53,818	D	
Common Stock	09/14/2012		S ⁽³⁾		400	D	\$33.52	53,418	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)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Securities Acquired (A) or Disposed (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)
Stock Appreciation Right	\$9.14	09/12/2012		M ⁽¹⁾	12,000	05/07/2009 ⁽⁴⁾ 05/07/2018	Common Stock 12,000	\$0	2,856	D	

Explanation of Responses:

- 12,000 Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.
- 3,652 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of SARs.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2012.
- The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.

/s/ William R. Gupp by power of attorney 09/14/2012

** 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.

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