

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2019</u>	
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	02/13/2019		A <sup>(1)</sup>		16,289	A	\$77.7	79,458	D	
Common Stock	02/13/2019		F <sup>(2)</sup>		14,944	D	\$77.7	64,514	D	
Common Stock	02/13/2019		A <sup>(3)</sup>		6,757	A	\$77.7	71,271	D	
Common Stock	02/13/2019		A <sup>(4)</sup>		9,653	A	\$77.7	80,924	D	
Common Stock	02/14/2019		F <sup>(5)</sup>		968	D	\$78.34	79,956	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						Title
Stock Appreciation Right	\$77.7	02/13/2019		A <sup>(6)</sup>		7,612		02/13/2019	02/13/2029	Common Stock	7,612	\$77.7	0	D	

**Explanation of Responses:**

- Represents net share difference between target performance-based shares and actual vested shares, based upon actual performance for the Company.
- 14,944 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted restricted shares.
- This restricted stock unit vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.
- This restricted stock unit award is performance-based, and vests over a three-year period in three equal installments beginning on the first anniversary of the grant date. The number of shares set forth above is the target number of shares. The number of shares that will actually vest each year will be based upon performance against certain financial goals for the Company, and will range from 0% to 200% of the target number of shares.
- 968 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted restricted stock units.
- This stock appreciation right becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

1. Represents net share difference between target performance-based shares and actual vested shares, based upon actual performance for the Company. 2. 15,363 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted restricted shares. 3. This restricted stock unit vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date. 4. This restricted stock unit award is performance-based, and vests over a three-year period in three equal installments beginning on the first anniversary of the grant date. The number of shares set forth above is the target number of shares. The number of shares that will actually vest each year will be based upon performance against certain financial goals for the Company, and will range from 0% to 200% of target number of shares. 5. This stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary of the grant date.

/s/ William R. Gupp by power of attorney 02/15/2019

\*\* 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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