

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Trex Company, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

89531P 105

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 1 NAMES OF REPORTING PERSONS.
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Robert G. Matheny

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a)
 (b)

Not applicable

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

 5 SOLE VOTING POWER
 NUMBER OF 1,972,050
 SHARES -----
 6 SHARED VOTING POWER
 BENEFICIALLY 1,000*
 OWNED BY -----
 7 SOLE DISPOSITIVE POWER
 EACH 1,972,050
 REPORTING -----
 8 SHARED DISPOSITIVE POWER
 PERSON 1,000*
 WITH -----

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,973,050**

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 (SEE INSTRUCTIONS)
 Not applicable

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 14.0%

 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

 * Reflects shares owned of record by the reporting person's spouse, for which the reporting person disclaims beneficial ownership.

** Includes 1,000 shares owned of record by the reporting person's spouse, for which the reporting person disclaims beneficial ownership.

This Amendment No. amends the Schedule 13G filed on February 14, 2000 by Robert G. Matheny relating to the common stock, par value \$.01 per share, of Trex Company, Inc.

Item 4. Ownership.

Item 4 is hereby amended and restated in its entirety as follows:

(a) Amount beneficially owned:

1,973,050***

(b) Percent of class: 14.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,972,050

(ii) Shared power to vote or to direct the vote: 1,000****

(iii) Sole power to dispose or to direct the disposition of: 1,972,050

(iv) Shared power to dispose or to direct the disposition of:
1,000****

Instruction. For computations regarding securities which represent a right to acquire an underlying security see (S)240.13d-3(d)(1).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2001

Date

/s/ Robert G. Matheny

Signature

Robert G. Matheny

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S)240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

*** Reflects shares owned of record by the reporting person's spouse, for which the reporting person disclaims beneficial ownership.

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