FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPRO | OVAL | | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | |
| l | Estimated average burden | | | | | | | | |
| l | 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* Cov. Lames Mitchell | | | | | | | 2. Issuer Name and Ticker or Trading Symbol TREX CO INC [TREX] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | ssuer | |
| Cox James Mitchell | | | | | | 1 | | | | | _ | | | | | | Direc | ctor | 10% (| Owner | |
| | | | | | | | O Data of Fadicat Tananation (Month (Day (Man) | | | | | | | | | X | Office belov | er (give title v) | Other below | (specify | |
| (Last) (First) (Middle) | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/21/2010 | | | | | | | | | | | Vice Pres | ident, Sales | | |
| C/O TREX COMPANY, INC | | | | | | 02/ | | | | | | | | | | | | V 100 1 1 0 0 | identi, Sares | | |
| 160 EXETER DRIVE | | | | | | | | | | | | | | | | | | | | | |
| TOO EXELERCISES OF THE | | | | | 4 If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Ott) | | | | | | · ···· | 4. If American and Date of Original Filed (Month/Day/Tear) | | | | | | | | | Line) | | | | | |
| (Street) | COTED | 3.7.A | 2 | 2602.86 | 0.5 | | | | | | | | | | | | X Form filed by One Reporting Person | | | | |
| WINCH | ESTER | VA | 2 | 22603-86 | 05 | | | | | | | | | | | Form filed by More than One Reporting | | | | | |
| - | | | | | | | | | | | | | | | | | Pers | on | · | Ü | |
| (City) | | (State | e) (2 | Zip) | | | | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | |
| 1. Title of S | Security (li | nstr. : | 3) | | 2. Transa | action | | 2A. Deem | | 3. | 3. 4. Securities Acquired (A) | | | | | | | ount of | 6. Ownership | 7. Nature | |
| | | | | | Date (Month/D | Tav/Vos | Execution Date, ly/Year) if any | | | | Transaction Disposed Of (D) (Instr. Code (Instr. 5) | | | . 3, 4 a | | | ties cially | Form: Direct (D) or Indirect | of Indirect Beneficial | | |
| (MOII | | | | (| (Month/l | | | ay/Year) | | | | | | Owne | | d Following | (I) (Instr. 4) | Ownership | | | |
| | | | | | | | | | | Code | Ī., | İ | (A) or D | | <u>.</u> | ce Report Transa (Instr. 3 | | | | (Instr. 4) | |
| | | | | | | | | | | | <u> </u> | Amount | | (A) or (D) Price | | | | 3 and 4) | | | |
| Common Stock 02/21/ | | | | | | /2010 | | | | | | 506 | | D | \$17.71 | | 130,176 | | D | | |
| | | | Ta | hle II - I | Derivat | ive S | ٥٥١١ | ritios | Δcaui | ired D | ienc | sed of, | or P | Ronofi | iciall | v Ov | vned | | | | |
| | | | 10 | | | | | | | | | onvertib | | | | <i>y</i> | viica | | | | |
| 1. Title of | 2. | 3 | . Transaction | 3A. Deem | ed | 4. | | | | 6. Date Exercisable | | sable and | ble and 7. Title and | | | 8. Pri | | 9. Number o | | 11. Nature | |
| Derivative Security | Conversion | | Date (Month/Day/Year) | Execution | Date, | Transa Code (| | | | Expiration Date (Month/Day/Year) | | | Amount of Securities Underlying | | | Derivative Security (Instr. 5) | | derivative | Ownership Form: | of Indirect Beneficial | |
| (Instr. 3) | or Exercise Price of | se (| | if any (Month/Da | v/Year) | 8) | ırıstr. | | | | | | | | | | | Securities Beneficially | Direct (D) | Ownership | |
| ` ′ | Derivative | | | , | ٠ | • | | Acquired | | De | | | Deri | Derivative | | 1 | | Owned | or Indirect | (Instr. 4) | |
| | Security | | | | | | (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | | Security (Instr. 3 and 4) | | ` | | Following Reported | (I) (Instr. 4) | | | | |
| | | | | | | | | | | | | ĺ | | | | | Transaction(s) | (s) | | | |
| | | | | | | | | | | | (Instr. 4) | | | | | | | | | | |
| | | | - | | | | | | Т | | | Δm | ount | | | | | | | | |
| | | | | | | | | | | | | | | or | | | | | | | |
| | | | | | | | | μΙ, | Date | Ι, | Expiration | | Nui | mber | | | | | | | |
| | | | | | | Code | v | (A) | | Exercisa | | Date | Title | | ares | | | | | | |

Explanation of Responses:

/s/ William R. Gupp by power of attorney

02/23/2010

** 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.