

TREX CO INC
Form 4
April 09, 2014

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gupp William R.

(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
TREX CO INC [TREX]

3. Date of Earliest Transaction
(Month/Day/Year)

04/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CAO, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	04/07/2014		M ⁽¹⁾		3,000	A \$ 24.17 38,073	D
Common Stock	04/07/2014		M ⁽¹⁾		1,500	A \$ 24.17 39,573	D
Common Stock	04/07/2014		D		1,493	D \$ 72.85 38,080	D
Common Stock	04/07/2014		F ⁽²⁾		996	D \$ 72.85 37,084	D
Common Stock	04/07/2014		S ⁽³⁾		1,400	D \$ 72.715 35,684	D

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Common Stock	04/07/2014	S ⁽³⁾	100	D	\$ 72.71	35,584	D
Common Stock	04/07/2014	S ⁽³⁾	100	D	\$ 72.74	35,484	D
Common Stock	04/09/2014	S ⁽³⁾	2,011	D	\$ 74.78 ⁽⁴⁾	33,473	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 24.17	04/07/2014		M ⁽¹⁾	3,000	02/08/2007 ⁽⁵⁾ 02/08/2016	Common Stock 3,
Stock Appreciation Right	\$ 24.17	04/07/2014		M ⁽¹⁾	1,500	02/08/2007 ⁽⁵⁾ 02/08/2016	Common Stock 1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupp William R. C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605			CAO, Gen. Counsel & Secretary	

Signatures

/s/ William R.

Gupp

04/09/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 25, 2014.
- (2) 996 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 stock appreciation rights.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 25, 2014.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.24 to \$75.02, inclusive. The reporting person undertakes to provide Trex Company, Inc., any security holder of Trex Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (4) to this Form 4.
- (5) This stock appreciation right becomes exercisable in approximately three equal annual installments beginning on the first anniversary of the February 8, 2006 grant date.

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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