

TREX CO INC  
Form 4  
February 27, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cline James E

(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)

02/25/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior Vice President and CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/25/2015                              |                                                             | M <sup>(1)</sup>                     | 8,236 A \$ 6.72                                                         | 91,608                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/25/2015                              |                                                             | M <sup>(1)</sup>                     | 13,721 A \$ 8.705                                                       | 105,329                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/25/2015                              |                                                             | D                                    | 3,613 D \$ 48.38                                                        | 101,716                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/25/2015                              |                                                             | F <sup>(2)</sup>                     | 8,751 D \$ 48.38                                                        | 92,965                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/25/2015                              |                                                             | S <sup>(3)</sup>                     | 17,500 D \$ 49.0137                                                     | 75,465                                                                                                             | D                                                                       |                                                                   |

(4)

# Edgar Filing: TREX CO INC - Form 4

|                 |            |                  |       |   |                      |        |   |
|-----------------|------------|------------------|-------|---|----------------------|--------|---|
| Common<br>Stock | 02/27/2015 | S <sup>(3)</sup> | 9,593 | D | \$<br>51.0452<br>(5) | 65,872 | D |
|-----------------|------------|------------------|-------|---|----------------------|--------|---|

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Stock<br>Appreciation<br>Right                      | \$ 6.72                                                            | 02/25/2015                              |                                                             | M <sup>(1)</sup>                     | 8,236                                                                                                        | 02/18/2010 02/18/2019                                          | Common<br>Stock                                                | 8,236                               |
| Stock<br>Appreciation<br>Right                      | \$ 8.705                                                           | 02/25/2015                              |                                                             | M <sup>(1)</sup>                     | 13,721                                                                                                       | 02/17/2011 02/17/2020                                          | Common<br>Stock                                                | 13,721                              |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |                                     |       |
|------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                                          | Director      | 10% Owner | Officer                             | Other |
| Cline James E<br>C/O TREX COMPANY, INC.<br>160 EXETER DRIVE<br>WINCHESTER, VA 22603-8605 |               |           | Senior Vice<br>President and<br>CFO |       |

## Signatures

/s/ William R. Gupp by power of  
attorney

02/27/2015

\*\*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 are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 15, 2014.
- (2) 8,751 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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 15, 2014..  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.585 to \$49.19, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$50.30 to \$51.27, 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 (5) to this Form 4.

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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