

KAPLAN RONALD W
Form 4
February 17, 2011

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 *
KAPLAN RONALD W

(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)
02/15/2011

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/15/2011		S ⁽³⁾	100 D	\$ 26.08	132,743	D
Common Stock	02/15/2011		S ⁽³⁾	1,800 D	\$ 26.06	130,943	D
Common Stock	02/15/2011		S ⁽³⁾	200 D	\$ 26.055	130,743	D
Common Stock	02/15/2011		S ⁽³⁾	600 D	\$ 26.0525	130,143	D
Common Stock	02/15/2011		S ⁽³⁾	400 D	\$ 26.05	129,743	D

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Common Stock	02/15/2011	<u>S</u> (3)	200	D	\$ 26.035	129,543	D
Common Stock	02/15/2011	<u>S</u> (3)	1,500	D	\$ 26.03	128,043	D
Common Stock	02/15/2011	<u>S</u> (3)	100	D	\$ 26.025	127,943	D
Common Stock	02/15/2011	<u>S</u> (3)	100	D	\$ 26.02	127,843	D
Common Stock	02/15/2011	<u>S</u> (3)	15,000	D	\$ 26	112,843	D
Common Stock	02/15/2011	<u>F</u> (4)	19,472	D	\$ 26	93,371	D
Common Stock	02/15/2011	D	23,714	D	\$ 26	69,657	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.12	69,557	D
Common Stock	02/16/2011	<u>S</u> (3)	200	D	\$ 26.08	69,357	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.075	69,257	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.07	69,157	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.068	69,057	D
Common Stock	02/16/2011	<u>S</u> (3)	200	D	\$ 26.065	68,857	D
Common Stock	02/16/2011	<u>S</u> (3)	400	D	\$ 26.06	68,457	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.055	68,357	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.055	68,257	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.05	68,157	D
Common Stock	02/16/2011	<u>S</u> (3)	1	D	\$ 26.035	68,156	D
Common Stock	02/16/2011	<u>S</u> (3)	100	D	\$ 26.03	68,056	D
Common Stock	02/16/2011	<u>S</u> (3)	594	D	\$ 26.02	67,462	D
	02/15/2011	<u>M</u> (2)	70,065	A	\$ 8.8	137,527	D

Common
Stock

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

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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	\$ 8.8	02/15/2011		M ⁽²⁾	70,065	01/07/2009 ⁽¹⁾ 01/07/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPLAN RONALD W C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X		President and CEO	

Signatures

/s/ William R. Gupp by power of attorney

02/17/2011

**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) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.
- (2) 70,065 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.

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- (3) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2010.
- (4) 19,472 shares are being surrendered to cover payment of taxes currently due on the exercise of SARs, pursuant to Rule 10b5-1 trading plan.

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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