TREX CO INC Form 3/A May 02, 2008

FORM 3

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Gupp William R. (Middle) (Last) (First)

02/19/2008

Requiring Statement (Month/Day/Year)

2. Date of Event

3. Issuer Name and Ticker or Trading Symbol

TREX CO INC [TWP]

4. Relationship of Reporting Person(s) to Issuer

Director

X Officer

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

02/28/2008

C/O TREX COMPANY, INC., 160 **EXETER DRIVE**

(Street)

(Check all applicable)

V.P. & General Counsel

10% Owner

Other (give title below) (specify below) 6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

WINCHESTER. VAÂ 22603-8605

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form: Direct (D) or Indirect

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

(Instr. 5)

Common Stock

34,903 (1)

D Â

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

(I)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of

Derivative Security

Direct (D) or Indirect

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Shares

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gupp William R.

C/O TREX COMPANY, INC. 160 EXETER DRIVE Â Â V.P. & General Counsel Â

WINCHESTER, Â VAÂ 22603-8605

Signatures

Lynn E. MacDonald by power of attorney 05/02/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares inadvertanently not reported in the Form 3 filed on February 28,2008. A total of 34,903 shares of common stock were beneficially owned by the reporting person as of February 28, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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 number.

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