

TREX CO INC

Form 4

October 29, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

10/25/2013

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/25/2013		M ⁽¹⁾		44,950	A	\$ 13.44	141,176	D
Common Stock	10/25/2013		M ⁽²⁾		20,000	A	\$ 17.41	161,176	D
Common Stock	10/25/2013		D		14,189	D	\$ 67.12	146,987	D
Common Stock	10/25/2013		F ⁽³⁾		24,214	D	\$ 67.12	122,773	D
Common Stock	10/25/2013		S ⁽⁴⁾		17,442	D	\$ 59.95	105,331	D

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Common Stock	10/28/2013	S ⁽⁴⁾	26,547	D	\$ 67.8161 (5)	78,784	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Underlying Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 13.44	10/25/2013		M ⁽¹⁾	44,950	02/18/2010 ⁽⁶⁾ 02/18/2019	Common Stock
Stock Appreciation Right	\$ 17.41	10/25/2013		M ⁽²⁾	20,000	02/17/2011 ⁽⁶⁾ 02/17/2020	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

10/29/2013

**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) 44,950 Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2013.
- (2) 20,000 Stock Appreciation Rights (SARs) are being exercised pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2013.
- (3) 24,214 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.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.75 to \$68.115, 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.

- (6) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary of the 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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