

Gupp William R.  
Form 4  
May 11, 2010

**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)  
05/07/2010

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)  
VP, General 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 or Price   |  |                                   |
| Common Stock                    | 05/07/2010                           |  | F <sup>(1)</sup>               |   | 1,992 D \$ 21.77  | 42,596   | D                                 |
| Common Stock                    | 05/10/2010                           |  | S                              |   | 3,428 D \$ 23   | 39,168   | D                                 |
| Common Stock                    | 05/10/2010                           |  | M <sup>(2)</sup>               |   | 5,000 A \$ 9.14   | 44,168   | D                                 |
| Common Stock                    | 05/10/2010                           |  | D                              |   | 1,976 D \$ 23.13  | 42,192   | D                                 |
| Common Stock                    | 05/10/2010                           |  | F <sup>(3)</sup>               |   | 1,278 D \$ 23.13  | 40,914   | 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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**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                   | \$ 9.14  | 05/10/2010                           |  | M                              | 5,000   | 05/07/2009 <sup>(4)</sup> 05/07/2018                     | Common Stock 5,000  |

## Reporting Owners

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

## Signatures

/s/ William R. Gupp by power of attorney  
Date: 05/11/2010

\*\*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) 1,992 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on previously granted restricted shares
- (2) 5,000 Stock Appreciation Rights (SARs) are being exercised which were granted pursuant to the Company's 2005 Stock Incentive Plan on May 7, 2008.
- (3) 1,278 shares are being surrendered to cover payment of taxes currently due on the exercise of SARs.

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- (4) The stock appreciation right becomes exerciseable in three equal installments beginning on the first anniversary date of the transaction date.

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