

GRATZ JAY M
Form 4
February 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
GRATZ JAY M

(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)
02/20/2013

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)

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	02/20/2013		M		1,123	A	\$ 11.12	2,361	D	
Common Stock	02/20/2013		M		1,643	A	\$ 8.52	4,004	D	
Common Stock	02/20/2013		M		1,656	A	\$ 8.28	5,660	D	
Common Stock	02/20/2013		M		999	A	\$ 11.11	6,659	D	
Common Stock	02/20/2013		M		5,938	A	\$ 10.61	12,597	D	

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Common Stock	02/20/2013	M	1,165	A	\$ 8.49	13,762	D
Common Stock	02/20/2013	M	696	A	\$ 13.06	14,458	D
Common Stock	02/20/2013	M	3,482	A	\$ 14.86	17,940	D
Common Stock	02/20/2013	D	3,881	D	\$ 47.73	14,059	D
Common Stock	02/21/2013	S	12,821	D	\$ 45.3524 <u>(1)</u>	1,238	D

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 11.12	02/20/2013		M	1,123	10/01/2007	10/01/2017	Common Stock	1,123
Stock Appreciation Right	\$ 8.52	02/20/2013		M	1,643	01/02/2008	01/02/2018	Common Stock	1,643
Stock Appreciation Right	\$ 8.28	02/20/2013		M	1,656	04/01/2008	04/01/2018	Common Stock	1,656
Stock Appreciation Right	\$ 11.11	02/20/2013		M	999	07/01/2008	07/01/2018	Common Stock	999
	\$ 10.61	02/20/2013		M	5,938	07/22/2008	07/22/2018		5,938

Stock									Common	
Appreciation									Stock	
Right										
Stock									Common	
Appreciation	\$ 8.49	02/20/2013		M	1,165	04/01/2009	04/01/2019		Stock	1,165
Right										
Stock									Common	
Appreciation	\$ 13.06	02/20/2013		M	696	07/01/2009	07/01/2019		Stock	696
Right										
Stock									Common	
Appreciation	\$ 14.86	02/20/2013		M	3,482	07/21/2009	07/21/2019		Stock	3,482
Right										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRATZ JAY M C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605		X		

Signatures

/s/ William R. Gupp by power of attorney	02/22/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$44.88 to \$45.78, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company 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 range set forth in footnote (1) 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. 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.