

TREX CO INC
Form 4
February 18, 2016

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 *
Cline James E

(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)
02/17/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 02/17/2016 | | D ⁽¹⁾ | | 233 | \$ 35.09 | D |
| Common Stock | 02/17/2016 | | A ⁽¹⁾ | | 1,115 | \$ 35.09 | D |
| Common Stock | 02/17/2016 | | A ⁽²⁾ | | 14,249 | \$ 35.09 | D |
| Common Stock | 02/17/2016 | | A ⁽³⁾ | | 14,249 | \$ 35.09 | D |
| Common Stock | 02/17/2016 | | F ⁽⁴⁾ | | 1,619 | \$ 35.09 | D |

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

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cline James E C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605 | | | President and CEO | |

Signatures

/s/ William R. Gupp by power of attorney
 Date: 02/18/2016
 **Signature of Reporting Person

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) Represents net share difference between target performance-based shares and actual vested shares, based upon actual performance for the Company.
- (2) This restricted stock unit vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.
 This restricted stock unit award is performance-based, and vests over a three-year period in three equal installments beginning on the first anniversary of the grant date. The number of shares set forth above is the target number of shares. The number of shares that will actually vest each year will be based upon performance against certain financial goals for the Company, and will range from 0% to 200% of the target number of shares.

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- (4) 1,619 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan and the Company's 2014 Stock Incentive Plan to cover the payment of taxes currently due on previously granted restricted shares.

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.