

KAPLAN RONALD W
Form 4
April 05, 2011

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 *
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)
04/01/2011

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)
Common Stock	04/01/2011		M ⁽¹⁾			16,173	A \$ 8.8	134,848	D	
Common Stock	04/01/2011		D			4,270	D \$ 33.33	130,578	D	
Common Stock	04/01/2011		F ⁽²⁾			5,025	D \$ 33.33	125,553	D	
Common Stock	04/01/2011		S ⁽⁴⁾			100	D \$ 32.8	125,453	D	
Common Stock	04/01/2011		S ⁽⁴⁾			100	D \$ 32.82	125,353	D	

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Common Stock	04/01/2011	<u>S⁽⁴⁾</u>	100	D	\$ 32.84	125,253	D
Common Stock	04/01/2011	<u>S⁽⁴⁾</u>	200	D	\$ 32.86	125,053	D
Common Stock	04/01/2011	<u>S⁽⁴⁾</u>	100	D	\$ 32.88	124,953	D
Common Stock	04/01/2011	<u>S⁽⁴⁾</u>	417	D	\$ 32.9	124,536	D
Common Stock	04/01/2011	<u>S⁽⁴⁾</u>	100	D	\$ 32.93	124,436	D
Common Stock	04/01/2011	<u>S⁽⁴⁾</u>	100	D	\$ 32.96	124,336	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	1,040	D	\$ 33.16	123,296	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	460	D	\$ 33.17	122,836	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	17	D	\$ 33.175	122,819	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	600	D	\$ 33.18	122,219	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	200	D	\$ 33.185	122,019	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	500	D	\$ 33.19	121,519	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	100	D	\$ 33.1925	121,419	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	200	D	\$ 33.2	121,219	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	100	D	\$ 33.21	121,119	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	483	D	\$ 33.22	120,636	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	100	D	\$ 33.2325	120,536	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	2,173	D	\$ 33.24	118,363	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	100	D	\$ 33.245	118,263	D
Common Stock	04/04/2011	<u>S⁽⁴⁾</u>	300	D	\$ 33.2475	117,963	D
	04/04/2011	<u>S⁽⁴⁾</u>	200	D	\$ 33.249	117,763	D

Common
Stock

Common Stock 04/04/2011 S⁽⁴⁾ 305 D \$ 33.25 117,458 D

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	\$ 8.8	04/01/2011		M ⁽¹⁾	16,173	01/07/2009 ⁽³⁾ 01/07/2018	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 04/05/2011

**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)

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16,173 Stock Appreciation Rights (SARs) are being exercised pursuant to Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2010.

- (2) 5,025 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.
- (3) The stock appreciation right becomes exercisable in three equal installments beginning on the first anniversary date of the transaction date.
- (4) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2010.

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