

Cox James Mitchell  
 Form 3  
 May 11, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
 A Cox James Mitchell  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 05/07/2009

3. Issuer Name and Ticker or Trading Symbol  
 TREX CO INC [TWP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O TREX COMPANY, INC, A 160  
 EXETER DRIVE

(Check all applicable)

(Street)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)  
 Vice President, Sales

WINCHESTER, A VA A 22603-8605

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <u>(1)</u>            | 6,667  | D   | A  |
| Common Stock <u>(2)</u>            | 5,213  | D   | A  |
| Common Stock <u>(3)</u>            | 26,666   | D   | A  |
| Common Stock <u>(4)</u>            | 10,696   | D   | A  |
| Common Stock <u>(5)</u>            | 1,477  | D   | A  |
| Common Stock <u>(6)</u>            | 15,728   | D   | A  |
| Common Stock                       | 62,808   | D   | A  |
| Common Stock                       | 3,983  | D   | A  |

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Stock Appreciation Right<br><u>(7)</u>        | 02/18/2010   | 02/18/2019         | Common<br>Stock  | 21,519                           | \$ 13.44   | D  | Â  |
| Stock Appreciation Right                      | 05/07/2009   | 02/21/2017         | Common<br>Stock  | 6,825                            | \$ 25.37   | D  | Â  |
| Stock Appreciation Right<br><u>(8)</u>        | 02/21/2010   | 02/21/2017         | Common<br>Stock  | 3,413                            | \$ 25.37   | D  | Â  |
| Stock Appreciation Right<br><u>(9)</u>        | 05/07/2009   | 02/08/2016         | Common<br>Stock  | 9,700                            | \$ 24.17   | D  | Â  |
| Stock Appreciation Right<br><u>(10)</u>       | 05/07/2011   | 05/07/2018         | Common<br>Stock  | 37,049                           | \$ 9.14  | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Cox James Mitchell<br>C/O TREX COMPANY, INC<br>160 EXETER DRIVE<br>WINCHESTER, VA 22603-8605 | Â             | Â         | Â Vice President, Sales | Â     |

## Signatures

/s/ William R. Gupp by power of attorney 05/11/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) This restricted stock award vests on January 12, 2011.
- (2) This restricted stock award vests on January 8, 2010.
- (3) This restricted stock award vests in approximately two equal installments on January 8, 2010 and January 8, 2011.
- (4) This restricted stock award vests over a three-year period in approximately three equal installments beginning on the first anniversary of the February 18, 2009 grant date.

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- (5) This restricted stock award vests on February 21, 2010.
- (6) This restricted award vests over a three-year period in approximately three equal installments beginning on the first anniversary of the May 7, 2008 grant date.
- (7) This stock appreciation right becomes exercisable in approximately three equal installments beginning on the first anniversary of the February 18, 2009 grant date.
- (8) This stock appreciation right becomes exercisable on February 21, 2010.
- (9) This stock appreciation right is fully exercisable.
- (10) This stock appreciation right becomes exercisable in approximately three equal annual installments beginning on the first anniversary of the May 7, 2008 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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