

Cline James E
 Form 4
 February 26, 2018

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 *
 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)
 02/22/2018

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 (D) Price | | | |
| Common Stock | 02/22/2018 | | M ⁽¹⁾ | 9,286 A \$ 12.78 | 68,736 | D | |
| Common Stock | 02/22/2018 | | D | 1,117 D \$ 106.27 | 67,619 | D | |
| Common Stock | 02/22/2018 | | S ⁽²⁾ | 300 D \$ 102.9167 | 67,319 | D | |
| Common Stock | 02/22/2018 | | S ⁽²⁾ | 1,500 D \$ 104.3233 | 65,819 | D | |
| | 02/22/2018 | | S ⁽²⁾ | 1,800 D | 64,019 | D | |

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| | | | | | | | | |
|--------------|------------|------|-------|---|--|---------------------|--------|---|
| Common Stock | | | | | | \$ 105.2956 (5) | | |
| Common Stock | 02/22/2018 | S(2) | 5,300 | D | | \$ 106.5217 (6) | 58,719 | D |
| Common Stock | 02/22/2018 | S(2) | 3,187 | D | | \$ 107.5529 (7) | 55,532 | D |
| Common Stock | 02/22/2018 | S(2) | 413 | D | | \$ 108.3812 (8) | 55,119 | D |
| Common Stock | 02/22/2018 | S(2) | 500 | D | | \$ 111.852 (9) | 54,619 | D |
| Common Stock | 02/22/2018 | S(2) | 500 | D | | \$ 115.42 | 54,119 | D |
| Common Stock | 02/23/2018 | S(2) | 7,300 | D | | \$ 105.9987 (10) | 46,819 | D |
| Common Stock | 02/23/2018 | S(2) | 869 | D | | \$ 106.99 | 45,950 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 12.78 | 02/22/2018 | | M(1) | 9,286 | 02/15/2013 | 02/15/2022 | Common Stock | 9,286 |

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 | X | | President and CEO | |

Signatures

/s/ William R. Gupp by power of attorney

02/26/2018

**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) Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 24, 2017.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 24, 2017.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.56 to \$103.24, inclusive. The reporting person undertakes to provide Trex Company, Inc., any security holder of Trex Company, Inc., 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 ranges set forth in Footnote (3) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$103.88, to \$104.75, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$105.01 to \$105.85, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$106.01 to \$106.99, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$107.01 to \$108, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$108.05 to \$109.02, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$111.20 to \$112.97, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$105.90 to \$106.26, inclusive.

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.