

Cox James Mitchell
 Form 3
 May 11, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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

WINCHESTER, A VA A 22603-8605
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (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)

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.

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox James Mitchell C/O TREX COMPANY, INC 160 EXETER DRIVE 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.

Edgar Filing: Cox James Mitchell - Form 3

- (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.

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.