

Zambanini Adam Dante
 Form 4
 August 22, 2012

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 *
 Zambanini Adam Dante

(Last) (First) (Middle)
 160 EXETER DRIVE
 (Street)

WINCHESTER, VA 22603

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/20/2012

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)
 Vice President, Marketing

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) | Price | | | |
| Common Stock | 08/20/2012 | | M | | 1,119 | A | \$ 9.14 | 9,550 | D | |
| Common Stock | 08/20/2012 | | M | | 2,729 | A | \$ 13.44 | 12,279 | D | |
| Common Stock | 08/20/2012 | | D | | 1,597 | D | \$ 29.36 | 10,682 | D | |
| Common Stock | 08/20/2012 | | F ⁽¹⁾ | | 799 | D | \$ 29.36 | 9,883 | D | |
| Common Stock | 08/21/2012 | | S | | 300 | D | \$ 29.02 | 9,583 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 08/21/2012 | S | 100 | D | \$ 29.03 | 9,483 | D |
| Common Stock | 08/21/2012 | S | 280 | D | \$ 29.04 | 9,203 | D |
| Common Stock | 08/22/2012 | S | 1,152 | D | \$ 29.19 | 8,051 | D |
| Common Stock | 08/22/2012 | S | 200 | D | \$ 29.21 | 7,851 | D |
| Common Stock | 08/22/2012 | S | 100 | D | \$ 29.22 | 7,751 | D |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right ⁽²⁾ | \$ 9.14 | 08/20/2012 | | M | 1,119 | 05/07/2009 05/07/2019 | Common Stock | 1,119 |
| Stock Appreciation Right ⁽³⁾ | \$ 13.44 | 08/20/2012 | | M | 2,729 | 02/18/2010 02/18/2018 | Common Stock | 2,729 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zambanini Adam Dante 160 EXETER DRIVE | | | Vice President, Marketing | |

WINCHESTER, VA 22603

Signatures

/s/ William R. Gupp by power of
attorney

08/22/2012

__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) 799 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.
 - (2) This stock appreciation right becomes exercisable in approximately three equal annual installments beginning on the first anniversary of the May 7, 2008 grant date.
 - (3) This stock appreciation right becomes exercisable in approximately three equal annual installments beginning on the first anniversary of the February 18, 2009 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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