

TREX CO INC
Form 4
May 14, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
05/12/2015

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	05/12/2015		M ⁽¹⁾		2,438	A	\$ 12.685
Common Stock	05/12/2015		M ⁽¹⁾		3,708	A	\$ 13.1
Common Stock	05/12/2015		D		1,617	D	\$ 49.1599
Common Stock	05/12/2015		F ⁽²⁾		1,500	D	\$ 49.1599
Common Stock	05/13/2015		S ⁽³⁾		3,029	D	\$ 48.8242

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	\$ 12.685	05/12/2015		M ⁽¹⁾	2,438	02/21/2008 02/21/2017	Common Stock	2,438
Stock Appreciation Right	\$ 13.1	05/12/2015		M ⁽¹⁾	3,708	02/16/2012 02/16/2022	Common Stock	3,708

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zambanini Adam Dante 160 EXETER DRIVE WINCHESTER, VA 22603			Vice President, Marketing	

Signatures

/s/ William R. Gupp by power of attorney
05/14/2015

**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 11, 2014.
- (2) 1,500 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.

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- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 11, 2014. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.39 to \$49.25, 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 (4) to this Form 4.
- (4)

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.