

TREX CO INC  
Form 4  
August 12, 2016

**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 \*  
**GRATZ JAY M**

(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)  
**08/11/2016**

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/11/2016		M	A	4,914 \$ 10.595	14,310	D
Common Stock	08/11/2016		M	A	1,002 \$ 10.12	15,312	D
Common Stock	08/11/2016		M	A	1,166 \$ 8.54	16,478	D
Common Stock	08/11/2016		M	A	1,356 \$ 8.265	17,834	D
Common Stock	08/11/2016		D	D	1,387 \$ 60.23	16,447	D

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Common Stock	08/12/2016	S	833	D	\$ 60.01	15,614	D
Common Stock	08/12/2016	S	4,049	D	\$ 60.0288 (1)	11,565	D
Common Stock	08/12/2016	S	1,000	D	\$ 60.045 (1)	10,565	D
Common Stock	08/12/2016	S	1,169	D	\$ 60.0305 (1)	9,396	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 10.595	08/11/2016		M	4,914	07/20/2010	07/20/2020	Common Stock	4,914
Stock Appreciation Right	\$ 10.12	08/11/2016		M	1,002	01/04/2010	01/04/2020	Common Stock	1,002
Stock Appreciation Right	\$ 8.54	08/11/2016		M	1,166	10/01/2009	10/01/2019	Common Stock	1,166
Stock Appreciation Right	\$ 8.265	08/11/2016		M	1,356	01/02/2009	01/02/2019	Common Stock	1,356

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRATZ JAY M C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X			

## Signatures

/s/ William R. Gupp by power of attorney	08/12/2016
**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$59.63 to \$60.41, 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 (1) to this Form 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.