TREX CO INC Form 4 April 18, 2016

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* Cline James E

Symbol

TREX CO INC [TREX]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

C/O TREX COMPANY, INC., 160 **EXETER DRIVE** 

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

04/14/2016

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

President and CEO

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

of

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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, VA	A 22603-8605
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(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y 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)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature o Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/14/2016		M(1)	404	A	\$ 8.705	95,735	D	
Common Stock	04/14/2016		M(1)	11,541	A	\$ 13.1	107,276	D	
Common Stock	04/14/2016		D	3,066	D	\$ 50.46	104,210	D	
Common Stock	04/14/2016		F(2)	4,237	D	\$ 50.46	99,973	D	
Common Stock	04/14/2016		S(3)	2,037	D	\$ 50.0046	97,936	D	

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Common Stock S(3) 4,642 D 49.7648 93,294 D (5)

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Appreciation Right	\$ 8.705	04/14/2016		M <u>(1)</u>	404	02/17/2011	02/17/2020	Common Stock	40
Stock Appreciation Right	\$ 13.1	04/14/2016		M(1)	11,541	02/16/2012	02/16/2022	Common Stock	11,5

## **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			

Cline James E

C/O TREX COMPANY, INC.
160 EXETER DRIVE
President and CEO

**WINCHESTER, VA 22603-8605** 

## **Signatures**

/s/ William R. Gupp by power of attorney 04/18/2016

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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 trading plan adopted by the reporting person on August 18, 2015.
- (2) 4,237 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of SARs.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 18, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$50.00 to \$50.045, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.60 to \$50.00, 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 (5) 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.