

Cline James E
 Form 4
 February 19, 2019

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 *
 Cline James E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

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

President and CEO

(Street)

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

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

WINCHESTER, VA 22603-8605

(City) (State) (Zip)

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	02/15/2019		F(1)		1,509	D	\$ 76.76
Common Stock	02/17/2019		F(2)		4,061	D	\$ 76.76
Common Stock	02/15/2019		M(3)		22,848	A	\$ 10.97
Common Stock	02/15/2019		D		3,266	D	\$ 76.76
Common Stock	02/15/2019		F(4)		8,832	D	\$ 76.76

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

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

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Row 1: Stock Appreciation Right, \$ 10.97, 02/15/2019, M(3), 22,848, 02/12/2014, 02/12/2023, Common Stock.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: Cline James E, C/O TREX COMPANY, INC., 160 EXETER DRIVE, WINCHESTER, VA 22603-8605. Relationships: Director (X), 10% Owner, Officer, Other.

Signatures

/s/ William R. Gupp by power of attorney 02/19/2019
**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) 516 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted restricted shares.
(2) 14,944 shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted restricted shares.
(3) Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on August 24, 2017.
(4) Shares are being surrendered as allowed by the Company's 2014 Stock Incentive Plan to cover payment of taxes currently due on previously granted SARs.

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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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