Cox James M	Mitchell											
Form 4												
February 16	, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE									OMB APPROVAL			
	UNITEL	O STATES				ND EX D.C. 20		NGE C	COMMISSION	OMB Number:	3235-0287	
Check th										Expires:	January 31,	
subject to	subject to STATEMENT OF CHAN				GES IN BENEFICIAL OWN				NERSHIP OF	Estimated average burden hours per		
5	Section 16.				SECURITIES							
Form 4 c	or									response	. 0.5	
Form 5 obligatio	-							•	e Act of 1934,			
may con	Section 1			•		•			1935 or Section	1		
See Instr 1(b).	uction	30(h)) of the In	vestme	ent	Compan	y Ac	t of 194	-0			
(Print or Type]	Responses)											
Cox James Mitchell Symbol				r Name and Ticker or Trading CO INC [TREX]				ng	5. Relationship of Reporting Person(s) to Issuer			
				3. Date of Earliest Transaction					(Check all applicable)			
(Last)	(First)	(Middle)				ansaction			Director	10%	Owner	
C/O TREX COMPANY, INC, 160 02/15/20				th/Day/Year) 5/2012					Director X Officer (give		er (specify	
EXETER D		, 100	02/13/2	012					below)	below)		
									vice	President, Sales	8	
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check			
			Filed(Mor						Applicable Line) _X_ Form filed by One Reporting Person			
WINCHES'	TER, VA 22603	3-8605							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any	emed on Date, if Day/Year)	3. Transa Code (Instr.		4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
							(A) or		Transaction(s) (Instr. 3 and 4)			
a				Code	V	Amount	(D)	Price	(msu. 5 anu 4)			
Common Stock	02/15/2012			A <u>(1)</u>		6,157	А	\$ 25.56	131,514	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amoun Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Securit (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amo Date Expiration or Title Exercisable Date Num (D) of Sh Code V (A) Stock Common A⁽²⁾ 02/15/2013 02/15/2022 Appreciation \$25.56 02/15/2012 11,233 11,2 Stock Right

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Cox James Mitchell C/O TREX COMPANY, INC 160 EXETER DRIVE WINCHESTER, VA 22603-8605			Vice President, Sales					
Signatures								
/s/ William R. Gupp by power of attorney		02/16/2012						
<u>**</u> 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) This restricted stock award vests over a three-year period in equal annual installments beginning on the first anniversary of the grant date.
- (2) This stock appreciation right becomes exercisable in three equal annual installments beginning on the first anniversary of the 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. 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.

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