

TREX CO INC
Form 3
February 28, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | 02/19/2008 | TREX CO INC [TWP] | |
| C/O TREX COMPANY, INC., 160 EXETER DRIVE (Street) | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| WINCHESTER, VA 22603-8605 (City) (State) (Zip) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) V.P. & General Counsel | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,718 | D | ^ |
| Common Stock | 16,917 ⁽¹⁾ | D | ^ |
| Common Stock | 26,917 ⁽²⁾ | D | ^ |
| Common Stock | 28,912 ⁽³⁾ | D | ^ |
| Common Stock | 29,188 ⁽⁴⁾ | D | ^ |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Appreciation Right | 02/08/2007 ⁽⁵⁾ | 02/08/2016 | Common Stock | 9,000 | \$ 24.17 | D | Â |
| Stock Appreciation Right | 02/21/2008 ⁽⁶⁾ | 02/21/2017 | Common Stock | 6,916 | \$ 25.37 | D | Â |
| Stock Options (Right to buy) | 02/21/2003 | 02/21/2012 | Common Stock | 8,559 | \$ 20 | D | Â |
| Stock Options (Right to buy) | 02/21/2003 | 02/21/2012 | Common Stock | 3,953 | \$ 20 | D | Â |
| Stock Options (Right to buy) | 05/21/2002 | 05/21/2011 | Common Stock | 16,000 | \$ 28.9 | D | Â |
| Stock Options (Right to buy) | 02/25/2004 | 02/25/2013 | Common Stock | 2,896 | \$ 35.95 | D | Â |
| Stock Options (Right to buy) | 02/19/2005 | 02/19/2014 | Common Stock | 4,475 | \$ 38.51 | D | Â |
| Stock Options (Right to buy) | 03/09/2006 | 03/09/2015 | Common Stock | 2,000 | \$ 46.71 | D | Â |
| Stock Options (Right to buy) | 03/09/2006 | 03/09/2015 | Common Stock | 1,466 | \$ 46.71 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gupp William R. C/O TREX COMPANY, INC. 160 EXETER DRIVE WINCHESTER, VA 22603-8605 | Â | Â | Â V.P. & General Counsel | Â |

Signatures

Lynn E.
MacDonald

02/28/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 in approximately two equal installments on January 8, 2009 and January 8, 2010.
- (6) This stock appreciation right becomes exercisable in approximately three equal annual installments beginning on the first anniversary of the February 21, 2007 grant date.
- (4) This restricted stock award vests on March 9, 2008.
- (2) This restricted stock award vests over a three-year period in approximately three equal installments beginning on the first anniversary of the January 8, 2008 grant date.
- (5) This stock appreciation right becomes exercisable in approximately three equal annual installments beginning on the first anniversary of the February 8, 2006 grant date.
- (3) This restricted stock award vests in approximately two equal installments on February 21, 2009 and February 21, 2010.

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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