

TREX CO INC  
Form 4  
February 24, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MATHENY ROBERT G**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**160 EXETER DRIVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**WINCHESTER, VA 22603-8605**

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2005	02/22/2005	S		200	D	\$ 45.16
							1,148,500 <sup>(1)</sup>
Common Stock	02/22/2005	02/22/2005	S		100	D	\$ 45.36
							1,148,400 <sup>(1)</sup>
Common Stock	02/22/2005	02/22/2005	S		100	D	\$ 45.46
							1,148,300 <sup>(1)</sup>
Common Stock	02/22/2005	02/22/2005	S		100	D	\$ 45.51
							1,148,200 <sup>(1)</sup>
Common Stock	02/22/2005	02/22/2005	S		100	D	\$ 45.52
							1,148,100 <sup>(1)</sup>

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Common Stock	02/22/2005 <sup>(2)</sup>	02/22/2005	S	100	D	\$ 45.54	1,148,000 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.59	1,147,900 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.62	1,147,800 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.63	1,147,700 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.65	1,147,600 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	200	D	\$ 45.66	1,147,400 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.7	1,147,300 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.71	1,147,200 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.8	1,147,100 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.86	1,147,000 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.87	1,146,900 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.89	1,146,800 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 45.9	1,146,700 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 46.59	1,146,600 <sup>(1)</sup>	D
Common Stock	02/22/2005	02/22/2005	S	100	D	\$ 47.2	1,146,500 <sup>(1)</sup>	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.**

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**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Code	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
		V	(A) (D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHENY ROBERT G 160 EXETER DRIVE WINCHESTER, VA 22603-8605	X			Chairman and CEO

## Signatures

Lynn E.  
MacDonald                      02/24/2005  
 \_\_Signature of                      Date  
 Reporting Person

## 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).
- (2) Additional transactions by the reporting person for this date are being reported on a separate Form 4.
- Does not include Indirect Beneficial Ownership of 1000 shares by wife. Mr. Matheny disclaims beneficial ownership of these securities,
- (1) and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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.