

TREX CO INC  
Form 4  
March 10, 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**

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

**WINCHESTER, VA 22603-8605**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/08/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 03/08/2005                           |  | A                              | (A) or (D)<br>A   | 6,089<br>(1)<br>\$ 0.01   | 1,140,089 (2)  | D                                 |

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)**

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy)               | \$ 46.71   | 03/08/2005                           |  | A                              | 33,824  | 03/08/2006 <sup>(3)</sup> 03/08/2015                     | Common Stock  | 33,824                     |
| Stock Options (Right to buy)               | \$ 46.71   | 03/08/2005                           |  | A                              | 10,773  | 03/08/2005 <sup>(4)</sup> 03/08/2015                     | Common Stock  | 10,773                     |

## Reporting Owners

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

## Signatures

Lynn E.  
MacDonald 03/10/2005

\_\_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).
- (3) The options become exercisable in three equal annual installments beginning on the first anniversary of the transaction date.
- (1) This restricted stock award vests over a three-year period in three equal annual installments beginning on the first anniversary of the grant date.  
Does not include Indirect Beneficial Ownership of 1000 shares by wife. Mr. Matheny disclaims beneficial ownership of these securities,
- (2) 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.
- (4) The options are exercisable as 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.