

Knobloch Carl W Jr
Form SC 13G/A
February 01, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Trex Company, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

89531P-10-5

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

United States of America
SOLE VOTING POWER

5.

66,009
SHARED VOTING POWER

NUMBER OF
SHARES

6.

1,143,920
BENEFICIALLY SOLE DISPOSITIVE POWER

OWNED BY 7.

EACH 66,009
REPORTING SHARED DISPOSITIVE POWER

PERSON 8.

WITH 1,143,920
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

1,209,929
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES*

10.

£

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

7.76%

TYPE OF REPORTING PERSON*

12.

IN

CUSIP No. 89531P-10-5

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NAMES OF REPORTING PERSONS

Emily C. Knobloch

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
 (b)

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

United States of America

SOLE VOTING POWER

5.

0

SHARED VOTING POWER

NUMBER OF

6.

SHARES

788,210

BENEFICIALLY

SOLE DISPOSITIVE POWER

7.

OWNED BY

0

EACH

SHARED DISPOSITIVE POWER

REPORTING

8.

PERSON WITH

788,210

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

788,210

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES*

10.

£

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

5.05%

TYPE OF REPORTING PERSON*

12.

IN

CUSIP No. 89531P-10-5

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NAMES OF REPORTING PERSONS

William R. Knobloch

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
 (b) S

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

United States of America

5. SOLE VOTING POWER

539,949
SHARED VOTING POWER
NUMBER OF 6.
SHARES
355,710
BENEFICIALLY SOLE DISPOSITIVE POWER
7.
OWNED
BY EACH 539,949
8. SHARED DISPOSITIVE POWER
REPORTING

PERSON WITH
355,710
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

895,659
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES*

10.

£

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

5.74%

TYPE OF REPORTING PERSON*

12.

IN

CUSIP No. 89531P-10-5

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Item 1(a). Name of Issuer:

Trex Company, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

160 Exeter Drive
Winchester, Virginia 22603-8605

Item 2(a). Name of Person Filing:

This Schedule 13G/A is filed on behalf of the following persons (the "Reporting Persons"):

Carl W. Knobloch, Jr.
Emily C. Knobloch
William R. Knobloch

Item 2(b). Address of Principal Business Office:

The address of each of the Reporting Persons is:

P.O. Box 1530
Wilson, WY 83014

Item 2(c). Citizenship:

Carl W. Knobloch, Jr. is a citizen of the United States of America.
Emily C. Knobloch is a citizen of the United States of America.
William R. Knobloch is a citizen of the United States of America.

Item 2(d). Title of Class of Securities

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

89531P-10-5

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Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ___ Broker or dealer registered under Section 15 of the Act.
- (b) ___ Bank as defined in Section 3(a)(6) of the Act.
- (c) ___ Insurance company as defined in Section 3(a)(19) of the Act.
- (d) ___ Investment company registered under Section 8 of the Investment Company Act of 1940.

- (e) ___ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) ___ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).

- (g) ___ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).

- (h) ___ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

- (i) ___ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.

- (j) ___ A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) ___ Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

The Reporting Persons may be deemed to beneficially own shares of the common stock, par value \$0.01 per share (the "Common Stock") of Trex Company, Inc. (the "Issuer") which are held in certain family trusts, with the Reporting Persons being the trustees or co-trustees thereof. Where the Reporting Person is the sole trustee of a trust, the Reporting Person may be deemed to have sole voting and dispositive power of the Common Stock held in such trust. Where the Reporting Person is a co-trustee of a trust, the Reporting Person may be deemed to have shared voting and dispositive power of the Common Stock held in such trust.

During the period on or about March 18, 2011 through April 5, 2011, the Reporting Persons sold 273,000 shares of the Common Stock of the Issuer on the open market (the "Sale Transaction").

Number of shares as to which Carl W. Knobloch, Jr. may be deemed to own after the Sale Transaction:

Sole Voting Power:	66,009
Shared Voting Power:	1,143,920
Sole Dispositive Power:	66,009
Shared Dispositive Power:	1,143,920
Aggregate Amount Beneficially Owned:	1,209,929
Percent of Class*:	7.76%

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Number of shares as to which Emily C. Knobloch may be deemed to own after the Sale Transaction:

Sole Voting Power:	0
Shared Voting Power:	788,210
Sole Dispositive Power:	0
Shared Dispositive Power:	788,210
Aggregate Amount Beneficially Owned:	788,210
Percent of Class*:	5.05%

Number of shares as to which William R. Knobloch may be deemed to own after the Sale Transaction:

Sole Voting Power:	539,949
Shared Voting Power:	355,710
Sole Dispositive Power:	539,949
Shared Dispositive Power:	355,710
Aggregate Amount Beneficially Owned:	895,659
Percent of Class*:	5.74%

*Based upon 15,594,825 shares of Common Stock outstanding as of October 26, 2011, as reported in the Issuer's quarterly report on Form 10-Q for the period ended September 30, 2011.

Each of the Reporting Persons disclaim beneficial ownership of shares held in a trust for which such Reporting Person is not a trustee.

Item 5. Ownership of Five Percent or Less of Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

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Item 6. Ownership of More Than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2012

CARL W. KNOBLOCH, JR.

/s/ Carl W. Knobloch, Jr.

EMILY C. KNOBLOCH

/s/ Carl W. Knobloch, Jr.

By: Carl W. Knobloch, Jr.

Title: Attorney-in-Fact

WILLIAM R. KNOBLOCH

/s/ Carl W. Knobloch, Jr.

By: Carl W. Knobloch, Jr.

Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibits Description

- | | |
|---|--|
| A | Joint Filing Agreement among the Reporting Persons dated February 1, 2012. |
| B | Power of Attorney for Emily C. Knobloch dated May 14, 2007, incorporated by reference to Exhibit B to the Schedule 13G/A filed by the Reporting Persons with the Securities and Exchange Commission on January 25, 2008. |
| C | Power of Attorney for William R. Knobloch dated May 14, 2007, incorporated by reference to Exhibit C to the Schedule 13G/A filed by the Reporting Persons with the Securities and Exchange Commission on January 25, 2008. |

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EXHIBIT A

AGREEMENT OF JOINT FILING

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned acknowledge and agree that this Schedule 13G/A is filed on behalf of each of the them and that all subsequent amendments to this Schedule 13G/A may be filed on behalf of each of them without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he, she or it knows that such information is inaccurate.

Dated: February 1, 2012

CARL W. KNOBLOCH, JR.

/s/ Carl W. Knobloch, Jr.

EMILY C. KNOBLOCH

/s/ Carl W. Knobloch, Jr.
By: Carl W. Knobloch, Jr.
Title: Attorney-in-Fact

WILLIAM R. KNOBLOCH

/s/ Carl W. Knobloch, Jr.

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By: Carl W. Knobloch, Jr.

Title: Attorney-in-Fact