

Knobloch Carl W Jr  
Form SC 13G/A  
February 15, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Trex Company, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

89531P-10-5

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 89531P-10-5

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NAMES OF REPORTING PERSONS

Carl W. Knobloch, Jr.

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.

72,848

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON WITH

358,752  
SOLE DISPOSITIVE POWER  
7.  
72,848  
8.SHARED DISPOSITIVE POWER

358,752  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.

431,600  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*

10.

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11.

2.55%

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

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON WITH

305,260  
SOLE DISPOSITIVE POWER  
7.  
0  
8.SHARED DISPOSITIVE POWER

9. 305,260  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10. 305,260  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*

10. ..

11. PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11. 1.8%

12. 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)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

United States of America  
SOLE VOTING POWER

5.

244,540

6. SHARED VOTING POWER

NUMBER OF  
SHARES

BENEFICIALLY 53,492  
OWNED BY SOLE DISPOSITIVE POWER  
EACH 7.  
REPORTING  
PERSON WITH  
244,540  
8.SHARED DISPOSITIVE POWER

53,492  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
9.

298,032  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*  
10.

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9  
11.

1.76%

TYPE OF REPORTING PERSON\*  
12.

IN



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

CUSIP No. 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 foundations and trusts, with the Reporting Persons being the officers, trustees or co-trustees thereof. Where the Reporting Person is the sole trustee of a trust, or has sole voting and dispositive power with respect to the shares of the Common Stock held by a foundation, the Reporting Person may be deemed to have sole voting and dispositive power of the Common Stock held in such trust or foundation. Where the Reporting Person is a co-trustee of a trust, or has shared voting or dispositive power with respect to the shares of the Common Stock held by a foundation, the Reporting Person may be deemed to have shared voting or dispositive power of the Common Stock held in such trust or foundation.

On or about July 1, 2012, the Reporting Persons acquired 254,672 shares of the Issuer's Common Stock in connection with a conversion feature of the Issuer's 6.00% Convertible Senior Subordinated Notes (the "Notes"), upon the

maturation of the Notes held by the family foundations and trusts (the “Note Conversion Transaction”).

During the 2012 calendar year, the Reporting Persons disposed of an aggregate of 1,328,410 shares of the Issuer’s Common Stock (the “Disposition Transactions” and together with the Note Conversion Transaction, the “2012 Transactions”).

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Number of shares as to which Carl W. Knobloch, Jr. may be deemed to own after the 2012 Transactions:

Sole Voting Power:	72,848
Shared Voting Power:	358,752
Sole Dispositive Power:	72,848
Shared Dispositive Power:	358,752
Aggregate Amount Beneficially Owned:	431,600
Percent of Class*:	2.55%

Number of shares as to which Emily C. Knobloch may be deemed to own after the 2012 Transactions:

Sole Voting Power:	0
Shared Voting Power:	305,260
Sole Dispositive Power:	0
Shared Dispositive Power:	305,260
Aggregate Amount Beneficially Owned:	305,260
Percent of Class*:	1.8%

Number of shares as to which William R. Knobloch may be deemed to own after the 2012 Transactions:

Sole Voting Power:	244,540
Shared Voting Power:	53,492
Sole Dispositive Power:	244,540
Shared Dispositive Power:	53,492
Aggregate Amount Beneficially Owned:	298,032
Percent of Class*:	1.76%

\*Based upon 16,937,942 shares of the Issuer's Common Stock outstanding as of October 23, 2012, as reported in the Issuer's quarterly report on Form 10-Q for the period ended September 30, 2012.

Each of the Reporting Persons disclaim beneficial ownership of shares held in a (i) trust for which such Reporting Person is not a trustee and (ii) foundation for which such Reporting Person does not have voting or dispositive power with respect to the shares of the Common Stock held by such foundation.

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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 each Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

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.



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**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 15, 2013

**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 15, 2013.  |
| 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 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 or her 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 or she knows that such information is inaccurate.

Dated: February 15, 2013

**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

