

FERRARI ANDREW U
Form SC 13G/A
February 14, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: January 31, 2006
Estimated average burden
hours per
form . . . 11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)¹

Trex Company, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

89531P 105

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(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ANDREW U. FERRARI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

Not applicable.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 369,223

SHARES **6 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY 290,237

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 369,223

WITH: **8 SHARED DISPOSITIVE POWER**

290,237

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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659,460²

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

x

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

² Does not include 2,716 shares held in two trusts for the benefit of the reporting person's two children, for which the reporting person's spouse serves as sole trustee. Does not include 850 shares owned by the reporting person's spouse, for which the reporting person disclaims beneficial ownership.

This Amendment No. 6 further amends the initial Schedule 13G filed on February 14, 2000, as amended by Amendment No. 1 filed on February 14, 2001, Amendment No. 2 filed on February 13, 2002, Amendment No. 3 filed on February 14, 2003, Amendment No. 4 filed on February 4, 2004, and Amendment No. 5 filed on February 14, 2005 by Andrew U. Ferrari (the reporting person) relating to the common stock, par value \$.01 per share, of Trex Company, Inc.

Item 4. Ownership.

Item 4 is hereby amended and restated in its entirety as follows:

As of December 31, 2005, Andrew U. Ferrari beneficially owns in the aggregate the following:

(a) Amount beneficially owned:

659,460³

(b) Percent of class:

4.4%

(c) Number of shares as to which the reporting person has:

Sole power to vote or to direct the vote:

369,223

Shared power to vote or to direct the vote:

290,237

Sole power to dispose or direct the disposal of:

369,223

Shared power to dispose or direct the disposal of:

290,237

Item 5. Ownership of Five Percent or Less of a Class.

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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 five percent of the class of securities, check the following **x**.

- ³ Does not include 2,716 shares held in two trusts for the benefit of the reporting person's two children, for which the reporting person's spouse serves as sole trustee. Does not include 850 shares owned by the reporting person's spouse, for which the reporting person disclaims beneficial ownership.

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.

Date: February 14, 2006

/s/ Lynn E. MacDonald,

by Power of Attorney for Andrew U. Ferrari