MATHENY Form 4	ROBERT G									
January 07, 2	2005									
FORM	14					~~~			OMB AF	PROVAL
	UNITED	STATES SE	CURITII Washing				NGE C	COMMISSION	OMB Number:	3235-0287
Check th if no long	ger						1.0117		Expires:	January 31, 2005
In the tole of the subject to subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (Section 16.   Form 4 or Form 5 obligations Filed pursuant to Section 16(a) of the Securities Exchange Act of 193   Sobligations Section 17(a) of the Public Utility Helding Company Act of 1025 or Section 17(b) of the Securities Exchange Act of 1025 or Section 18(b) of the Securities Exchange Act of 19(b) of the Securities Exchange Act of 1025 or Section 18(b) of the Securities Exchange Act of 19(b) of the						e Act of 1934,	Estimated a burden hour response	verage		
may con See Instr 1(b).	tinue. Section 17(2		lic Utility he Investn		•	· ·		1935 or Section	n	
(Print or Type ]	Responses)									
	Address of Reporting F	Syı	. Issuer Nam nbol REX CO II			Tradi	ng	5. Relationship of Issuer	Reporting Pers	son(s) to
(Last)	(First) (N				-			(Chec	k all applicable	)
160 EXETE		(M	3. Date of Earliest Transaction (Month/Day/Year)X_ Director 01/06/2005X_ Officer (give below) Chai					e title 10% Owner below) irman and CEO		
WINCHES'	(Street) TER, VA 22603-8	File	f Amendmer ed(Month/Day		-	1				rson
(City)		(Zip)	Table I - N	Jon-F	)erivative	Secur	ities Aca	Person uired, Disposed of	. or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	3. te, if Tran Code	isactio e	4. Securi on(A) or Di (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D) 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
Common	01/07/0005	01/06/0000		e V		(D)	Price \$		D	
Stock	01/06/2005	01/06/2005	5 S		100	D	49.21	1,211,400 <u>(1)</u>	D	
Common Stock	01/06/2005	01/06/2005	5 S		600	D	\$ 49.22	1,210,800 (1)	D	
Common Stock	01/06/2005	01/06/2005	s s		700	D	\$ 49.23	1,210,100 <u>(1)</u>	D	
Common Stock	01/06/2005	01/06/2005	5 S		100	D	\$ 49.25	1,210,000 (1)	D	
Common Stock	01/06/2005	01/06/2005	5 S		100	D	\$ 49.26	1,209,900 (1)	D	

Common Stock	01/06/2005	01/06/2005	S	600	D	\$ 49.28	1,209,300 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.29	1,209,200 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.38	1,209,100 (1)	D
Common Stock	01/06/2005	01/06/2005	S	3,100	D	\$ 49.4	1,206,000 (1)	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.41	1,205,900 (1)	D
Common Stock	01/06/2005	01/06/2005	S	200	D	\$ 49.45	1,205,700 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	300	D	\$ 49.47	1,205,400 (1)	D
Common Stock	01/06/2005	01/06/2005	S	500	D	\$ 49.48	1,204,900 (1)	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.49	1,204,800 (1)	D
Common Stock	01/06/2005	01/06/2005	S	200	D	\$ 49.54	1,204,600 (1)	D
Common Stock	01/06/2005	01/06/2005	S	300	D	\$ 49.56	1,204,300 (1)	D
Common Stock	01/06/2005	01/06/2005	S	200	D	\$ 49.57	1,204,100 (1)	D
Common Stock	01/06/2005	01/06/2005	S	200	D	\$ 49.58	1,203,900 (1)	D
Common Stock	01/06/2005	01/06/2005	S	500	D	\$ 49.6	1,203,400 (1)	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.64	1,203,300 (1)	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.77	1,203,200 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.78	1,203,100 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	200	D	\$ 49.79	1,202,900 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	200	D	\$ 49.82	1,202,700 <u>(1)</u>	D
Common Stock	01/06/2005	01/06/2005	S	400	D	\$ 49.86	1,202,300 <u>(1)</u>	D
	01/06/2005(2)	01/06/2005	S	200	D	\$ 49.9	1,202,100 (1)	D

Common Stock							
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.94	1,202,000 <u>(1)</u> D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 49.96	1,201,900 <u>(1)</u> D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 50	1,201,800 <u>(1)</u> D
Common Stock	01/06/2005	01/06/2005	S	100	D	\$ 50.01	1,201,700 <u>(1)</u> D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amour Underl Securit (Instr. 1	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

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

Lynn E.	
MacDonald	01/07/2005

<u>\*\*</u>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).
- 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.
- (2) Additional transactions for this date are continued on a second Form 4 filing.

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.