

ARGAN INC

Form 4

January 10, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Deily Richard H

(Last) (First) (Middle)

C/O ARGAN, INC., ONE
CHURCH, STREET, SUITE 201

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ARGAN INC [AGX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/06/2017		M	(A) or (D) Amount (1) 2,650	\$ 16.47	2,650	D
Common Stock	01/06/2017		S	(2) 2,650	\$ 72.0075	0	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option to purchase Common Stock	\$ 33.85 (3)					04/13/2017 ⁽³⁾ 04/13/2026 ⁽³⁾	Common Stock 10,000 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Deily Richard H C/O ARGAN, INC., ONE CHURCH STREET, SUITE 201 ROCKVILLE, MD 20850	Vice President

Signatures

/s/ Richard H. Deily 01/10/2017

**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).

(1) On January 6, 2017, the Reporting Person exercised his stock option received pursuant to an agreement dated April 2, 2012 to purchase 2,650 shares of the Issuer's common stock at a price of \$16.47 per share.

(2) On January 6, 2017, the Reporting Person sold 2,650 shares of the Issuer's common stock on the open market at a price of \$72.0075 per share.

(3) As of the date of this Filing, the Reporting Person does not own any share of common stock of the Issuer other than options to purchase a total of 10,000 shares of common stock at the price of \$33.85 per share with the date exercisable of 04/13/2017 and expiration date of 04/13/2026. (Note: In the Form 4's previously filed by the Reporting Person on April 15, 2016, July 14, 2016, September 19, 2016 and October 4, 2016, there included an inadvertent typo regarding the expiration date of the options as 04/13/2027.)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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