

ARGAN INC
Form 4
October 31, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Leimkuhler William F.			ARGAN INC [AGX]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
43 SALEM STRAITS RD.			10/31/2016	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
DARIEN, CT 06820				<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/31/2016		S		5,000 (1) \$ 56.53	D	By Elizabeth K. Leimkuhler Trust Under Agreement dated August 30, 2005
Common Stock					1,000	I	By Emily K. Leimkuhler
Common Stock					1,000	I	

Common Stock	2,000	I	Trust Under Agreement dated August 30, 2005 By Simplified Employee Pension IRA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
Stock Option to purchase Common Stock	\$ 0 ⁽²⁾			Code V	(A) (D)	Date Exercisable Expiration Date	Title	45,000 <u>(2)</u>
						12/20/2012 ⁽²⁾ 07/01/2026 ⁽²⁾	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leimkuhler William F. 43 SALEM STRAITS RD. DARIEN, CT 06820	X			

Signatures

/s/ William F.
Leimkuhler

10/31/2016

__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 October 31, 2016, the Reporting Person sold a total of 5,000 shares of the Issuer's common stock on the open market at an average price of \$56.53 per share.

- The total number of stock options owned by the Reporting Person includes options to acquire 45,000 shares of the Issuer's Common Stock with Exercise Prices ranging from \$17.33 to \$31.82 with Dates Exercisable ranging from December 20, 2012 to January 7, 2017 and Expiration Dates ranging from December 20, 2021 to January 7, 2026. (Please refer to the Form 4's filed by the Reporting Person on December 22, 2011, December 31, 2012, December 18, 2013, December 12, 2014 and January 8, 2016 for more information.)
- (2)

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.