

BOSSELMANN RAINER H
Form 4
April 16, 2018

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

OMB APPROVAL

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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 *
BOSSELMANN RAINER H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
16715 THURSTON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

DICKERSON, MD 20842

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 327,411 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | Code | V | (A) | (D) |
| Stock Option to purchase Common Stock | \$ 37.6 | 04/13/2018 | | A | 40,000 <u>(2)</u> | 04/13/2019 | 04/13/2028 | Common Stock |
| Performance-Based Restricted Stock Units | \$ 0 | 04/13/2018 | | A | 10,000 <u>(4)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOSSELMANN RAINER H 16715 THURSTON ROAD DICKERSON, MD 20842 | X | | Chairman of the Board & CEO | |

Signatures

/s/ Rainer H. Bosselmann 04/16/2018

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) 2,241 shares are held by Rainer and Beverley Bosselmann, as joint tenants, and the remaining shares are held by Rainer Bosselmann. On April 13, 2018, the Reporting Person received 10-year options to purchase 40,000 shares of the Issuer's common stock with an exercise price of \$37.60 per share. The options will vest ratably over three years on each anniversary of the grant date starting from 04/13/2019.
- As of the date of this filing, the total number of options owned by the Reporting Person includes (a) options to acquire 25,000 shares of common stock at a price of \$16.37 per share with Date Exercisable of 03/07/2014 and Expiration Date of 03/07/2023; (b) options to acquire 50,000 shares of common stock at a price of \$32.68 with Date Exercisable of 04/16/2016 and Expiration Date of 04/16/2025; (c)
- (3) options to acquire 50,000 shares of common stock at a price of \$33.85 per share with Date Exercisable of 04/13/2017 and Expiration Date of 04/13/2026; (d) options to acquire 50,000 shares of common stock at a price of \$64.25 per share with Date Exercisable of 04/06/2018 and Expiration Date of 04/06/2027; and (e) options to acquire 40,000 shares of common stock at a price of \$37.60 per share, subject to the aforementioned three-year ratably vesting schedule, with Date Exercisable of 04/13/2019 and Expiration Date of 04/13/2028.
- (4) On April 13, 2018, the Reporting Person was granted Performance-Based Restricted Stock Units (the "PBRsUs") in the target number of 10,000 shares (the "Target"), the vesting of which is subject to the percentile of the Total Stock Return ("TSR") of the Issuer's common stock over a three-year period, as determined by the Issuer's Board of Directors, versus the comparative TSRs of 12 peer public

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companies to be disclosed in the Issuer's 2018 Proxy Statement. Each PBR SU represents a contingent right to receive one share of the Issuer's common stock. The payout ratio of the Target, ranging from 0% to 200%, will depend on the degree of achievement of the percentile of the TSR.

(5) These PBR SUs are to vest in their entirety at the end of a three-year performance period as reported under footnote 4 above.

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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