

Griffin William F Jr  
 Form 4  
 July 24, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Griffin William F Jr

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)  
 C/O GEMMA POWER SYSTEMS, LLC, 2461 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 07/22/2008

\_\_\_\_ Director  10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Chairman

(Street)  
 GLASTONBURY, CT 06033

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/22/2008		S <sup>(1)</sup>	3,500 D \$ 17.5	1,270,334	D	
Common Stock	07/22/2008		S <sup>(1)</sup>	600 D \$ 18.08	1,269,734	D	
Common Stock	07/22/2008		S <sup>(1)</sup>	200 D \$ 18.04	1,269,534	D	
Common Stock	07/22/2008		S <sup>(1)</sup>	200 D \$ 18.26	1,269,334	D	
Common Stock	07/22/2008		S <sup>(1)</sup>	200 D \$ 18.4	1,269,134	D	

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Common Stock	07/22/2008	<u>S(1)</u>	100	D	\$ 18.25	1,269,034	D
Common Stock	07/22/2008	<u>S(1)</u>	200	D	\$ 18.21	1,268,834	D
Common Stock	07/23/2008	<u>S(1)</u>	1,041	D	\$ 17.59	1,267,793	D
Common Stock	07/23/2008	<u>S(1)</u>	300	D	\$ 17.6	1,267,493	D
Common Stock	07/23/2008	<u>S(1)</u>	1,000	D	\$ 17.61	1,266,493	D
Common Stock	07/23/2008	<u>S(1)</u>	200	D	\$ 17.68	1,266,293	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.65	1,266,193	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.93	1,266,093	D
Common Stock	07/23/2008	<u>S(1)</u>	700	D	\$ 17.64	1,265,393	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.62	1,265,293	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.5525	1,265,193	D
Common Stock	07/23/2008	<u>S(1)</u>	400	D	\$ 17.54	1,264,793	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.5425	1,264,693	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.5325	1,264,593	D
Common Stock	07/23/2008	<u>S(1)</u>	100	D	\$ 17.58	1,264,493	D
Common Stock	07/23/2008	<u>S(1)</u>	300	D	\$ 17.56	1,264,193	D
Common Stock	07/23/2008	<u>S(1)</u>	500	D	\$ 17.53	1,263,693	D
Common Stock	07/23/2008	<u>S(1)</u>	400	D	\$ 17.55	1,263,293	D
Common Stock	07/23/2008	<u>S(1)</u>	56	D	\$ 17.52	1,263,237	D
Common Stock	07/23/2008	<u>S(1)</u>	12,135	D	\$ 17.5	1,251,102	D

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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Griffin William F Jr  
C/O GEMMA POWER SYSTEMS, LLC  
2461 MAIN STREET  
GLASTONBURY, CT 06033

X    Vice Chairman

## Signatures

/s/ William F. Griffin, Jr.

07/24/2008

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) Sale of shares under the 10b5-1 Plan of William F. Griffin, Jr.

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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