

ARGAN INC
Form 4
May 06, 2016

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 *
Griffin William F Jr

(Last) (First) (Middle)

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

(Street)

GLASTONBURY, CT 06033

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VC/CEO of Gemma Power Systems

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|

Common Stock

158,576 (1) (2) (3) I

By William F. Griffin, Jr. GRAT DTD 03/29/14

Common Stock

347,574 (1) (2) I

By William F. Griffin, Jr. Revocable Trust DTD 12/09/04

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

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(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. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option to purchase Common Stock | \$ 18.87 | | | | | 12/18/2016 | 12/18/2022 | Common Stock | 10,000 |

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 | | VC/CEO of Gemma Power Systems | |

Signatures

/s/ William F. Griffin, Jr. 05/06/2016

**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) As of the filing date, the Reporting Person owns a total of 506,150 shares of the Issuer's common stock, which includes 158,576 shares indirectly owned by the Reporting Person through William F. Griffin, Jr. GRAT DTD 03/29/14 (the "GRAT") and 347,574 shares

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indirectly owned through William F. Griffin, Jr. Revocable Trust DTD 12/09/04 (the "Revocable Trust"). This amount does not include the 98,843 shares of common stock, reported on the Form 5 filed by the Reporting Person on March 28, 2014 (the "2014 Form 5"), indirectly owned through Joel M. Canino Revocable Trust, because the Reporting Person ceased to be the trustee of such trust since June 22, 2015.

- (2) The GRAT previously owned 274,960 shares of the Issuer's common stock, while the Revocable Trust 231, 210 shares. With 116,384 transferred out from the GRAT to the Revocable Trust, the GRAT currently owns 158,576 shares of common stock, while the Revocable Trust 347,574 shares.

- (3) In the 2014 Form 5, the amount of shares owned by William F. Griffin Jr. GRAT U/A DTD 02/13/12, which was the trust replaced by the GRAT, was reported to be 374,960 shares, which was an inadvertent mistake and should have been 274,960 shares as reported under this Form 4. Accordingly, this resulted in a related mistake in the Issuer's Definitive Proxy Statement on Schedule 14A filed on May 2, 2014 which stated that the shares beneficially owned by the Reporting Person herein was 714,993 shares, which should have been 100,000 shares less.

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.