

ARGAN INC
Form 4
January 31, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Leimkuhler William F.

(Last) (First) (Middle)
43 SALEM STRAITS RD.
(Street)
DARIEN, CT 06820
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2017

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | 15,000 | D | |
| Common Stock | | | | (A) or (D) | 1,000 | I | By Elizabeth K. Leimkuhler Trust Under Agreement dated August 30, 2005 |
| Common Stock | | | | (A) or (D) | 1,000 | I | By Emily K. |

| | | | | | | | | |
|--------------|------------|---|---------------------|---|------------|---|---|--|
| Common Stock | 01/30/2017 | S | 2,000 <u>(1)</u> | D | \$ 73.2299 | 0 | I | Leimkuhler Trust Under Agreement dated August 30, 2005 By Simplified Employee Pension IRA |
|--------------|------------|---|---------------------|---|------------|---|---|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

01/31/2017

__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 30, 2017, the Reporting Person sold 2,000 shares of the Issuer's common stock held through his Simplified Employee Pension IRA on the open market at a price of \$73.2299 per share.
- The total number of stock options owned by the Reporting Person includes options to acquire (i) 5,000 shares of Common Stock at an Exercise Price of \$17.33 per share with Date Exercisable of 12/20/2012 and Expiration Date of 12/20/2021; (ii) 10,000 shares of Common Stock at an Exercise Price of \$18.87 per share with Date Exercisable of 12/18/2013 and Expiration Date of 12/18/2022; (iii)
- (2) 10,000 shares of Common Stock at an Exercise Price of \$26.88 per share with Date Exercisable of 12/17/2014 and Expiration Date of 12/17/2023; (iv) 10,000 shares of Common Stock at an Exercise Price of \$31.82 per share with Date Exercisable of 12/11/2015 and Expiration Date of 12/11/2024; and (v) 10,000 shares of Common Stock at an Exercise Price of \$30.44 per share with Date Exercisable of 01/07/2017 and Expiration Date of 01/07/2026.

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.