

ARGAN INC  
Form 4  
May 06, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(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)
				(A) or (D)			
			Code	V	Amount		Price

Common  
Stock

158,576 <sup>(1)</sup> <sup>(2)</sup> I  
<sup>(3)</sup>

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

Common  
Stock

347,574 <sup>(1)</sup> <sup>(2)</sup> 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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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. 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.

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