

Flanders Cynthia
 Form 4
 December 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Flanders Cynthia

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)
 10006 WILDWOOD RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

KENSINGTON, MD 20895
 (City) (State) (Zip)

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

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 | 15,000 | 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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option to purchase Common Stock | \$ 41.19 | 12/12/2018 | | A | 10,000 <u>(1)</u> | 12/12/2019 | 12/12/2028 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Flanders Cynthia 10006 WILDWOOD RD KENSINGTON, MD 20895 | | X | | |

Signatures

/s/ Cynthia Flanders 12/13/2018

__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) On December 12, 2018 (the "Grant Date"), the Reporting Person received 10-year options, vesting ratably over three years on each anniversary date from the Grant Date, to purchase 10,000 shares of the Issuer's common stock with an exercise price of \$41.19 per share. As of the date of this filing, the total number of options owned by the Reporting Person includes (a) options to acquire 7,000 shares of common stock at a price of \$26.88 per share with Date Exercisable of 12/17/2014 and Expiration Date of 12/17/2023; (b) options to acquire 10,000 shares of common stock at a price of \$31.82 with Date Exercisable of 12/11/2015 and Expiration Date of 12/11/2024; (c) options to acquire 10,000 shares of common stock at a price of \$30.44 per share with Date Exercisable of 1/7/2017 and Expiration Date of 1/7/2026; (d) options to acquire 10,000 shares of common stock at a price of \$71.75 per share with Date Exercisable of 1/5/2018 and Expiration Date of 1/5/2027; (e) options to acquire 10,000 shares of common stock at a price of \$46.35 per share with Date Exercisable of 1/11/2019 and Expiration Date of 1/11/2028; and (f) options to acquire 10,000 shares of common stock at a price of \$41.19 per share with initial Date Exercisable beginning on 12/12/2019 and Expiration Date of 12/12/2028.

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.