

Watson David Hibbert
 Form 4
 April 16, 2019

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 *
 Watson David Hibbert

(Last) (First) (Middle)

C/O ARGAN, INC., ONE
 CHURCH STREET, SUITE 201

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/12/2019

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)
 SVP & CFO

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)	2,700	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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companies to be disclosed in the Issuer's 2019 Proxy Statement. Each PBRUSU represents a contingent right to receive one share of the Issuer's common stock. The payout ratio of the Target, ranging from 0% to 200%, will depend on the degree of achievement of the percentile of the TSR.

- (4) These PBRUSUs are to vest in their entirety at the end of a three-year performance period as reported under footnote 3 above.

As of the date of this filing, the total number of PBRUSUs owned by the Reporting Person includes (a) a target number of 8,000 shares of

- (5) PBRUSUs granted on April 13, 2018, to vest in their entirety at the end of a three-year performance period; and (b) a target number of 8,000 shares of PBRUSUs granted on April 12, 2019, to vest in their entirety at the end of a three-year performance period as reported under footnote 3 above.

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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