

REX AMERICAN RESOURCES Corp  
 Form 4  
 September 16, 2016

**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 \*  
 ROSE STUART A

2. Issuer Name and Ticker or Trading Symbol  
 REX AMERICAN RESOURCES Corp [REX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 7720 PARAGON ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2016

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

DAYTON, OH 45459  
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common stock \$.01 par value    | 09/15/2016                           |  | S                              |   | 224   | D  | \$ 85.65 656,622                                      |
| Common stock \$.01 par value    | 09/15/2016                           |  | S                              |   | 1,200   | D  | \$ 85.66 655,422                                      |
| Common stock \$.01 par value    | 09/15/2016                           |  | S                              |   | 200   | D  | \$ 85.67 655,222                                      |
| Common stock \$.01              | 09/15/2016                           |  | S                              |   | 400   | D  | \$ 85.68 654,822                                      |

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|                              |            |   |       |   |           |         |   |
|------------------------------|------------|---|-------|---|-----------|---------|---|
| par value                    |            |   |       |   |           |         |   |
| Common stock \$.01 par value | 09/15/2016 | S | 100   | D | \$ 85.69  | 654,722 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 2,095 | D | \$ 85.7   | 652,627 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 200   | D | \$ 85.71  | 652,427 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100   | D | \$ 85.72  | 652,327 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100   | D | \$ 85.73  | 652,227 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 205   | D | \$ 85.74  | 652,022 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 600   | D | \$ 85.76  | 651,422 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 300   | D | \$ 85.77  | 651,122 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100   | D | \$ 85.78  | 651,022 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 200   | D | \$ 85.81  | 650,822 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100   | D | \$ 85.88  | 650,722 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 2,500 | D | \$ 86.25  | 648,222 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 400   | D | \$ 86.26  | 647,822 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100   | D | \$ 86.265 | 647,722 | D |

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|                              |            |   |     |   |            |         |   |
|------------------------------|------------|---|-----|---|------------|---------|---|
| Common stock \$.01 par value | 09/15/2016 | P | 200 | D | \$ 86.27   | 647,522 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.28   | 647,422 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.31   | 647,322 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.32   | 647,222 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.33   | 647,122 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 200 | D | \$ 86.37   | 646,922 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 300 | D | \$ 86.38   | 646,622 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.405  | 646,522 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.4125 | 646,422 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.4275 | 646,322 | D |
| Common stock \$.01 par value | 09/16/2016 | S | 100 | D | \$ 86.49   | 646,222 | D |
| Common stock \$.01 par value | 09/15/2016 | S | 100 | D | \$ 86.5    | 646,122 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| ROSE STUART A<br>7720 PARAGON ROAD<br>DAYTON, OH 45459 | X             |           | Executive COB |       |

## Signatures

Edward M. Kress, Attorney in Fact for Stuart A. Rose  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

09/16/2016  
 \_\_\_\_\_  
 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).
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