

Griffin William F Jr  
 Form 4  
 April 23, 2009

**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 \*  
 Griffin William F Jr

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)

C/O GEMMA POWER SYSTEMS, LLC, 2461 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 04/22/2009

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

See Remarks

(Street)

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

GLASTONBURY, CT 06033

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/22/2009		S <sup>(1)</sup>		100	D	\$ 13.73
Common Stock	04/22/2009		S <sup>(1)</sup>		100	D	\$ 13.74
Common Stock	04/22/2009		S <sup>(1)</sup>		500	D	\$ 13.71
Common Stock	04/22/2009		S <sup>(1)</sup>		300	D	\$ 13.55
Common Stock	04/22/2009		S <sup>(1)</sup>		200	D	\$ 13.51

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Common Stock	04/22/2009	<u>S(1)</u>	800	D	\$ 13.58	1,149,102	D
Common Stock	04/22/2009	<u>S(1)</u>	200	D	\$ 13.59	1,148,902	D
Common Stock	04/22/2009	<u>S(1)</u>	400	D	\$ 13.53	1,148,502	D
Common Stock	04/22/2009	<u>S(1)</u>	2,300	D	\$ 13.5	1,146,202	D
Common Stock	04/22/2009	<u>S(1)</u>	500	D	\$ 13.6	1,145,702	D
Common Stock	04/22/2009	<u>S(1)</u>	100	D	\$ 13.61	1,145,602	D
Common Stock	04/22/2009	<u>S(1)</u>	400	D	\$ 13.56	1,145,202	D
Common Stock	04/22/2009	<u>S(1)</u>	100	D	\$ 13.65	1,145,102	D
Common Stock	04/22/2009	<u>S(1)</u>	200	D	\$ 13.76	1,144,902	D
Common Stock	04/22/2009	<u>S(1)</u>	400	D	\$ 13.78	1,144,502	D
Common Stock	04/22/2009	<u>S(1)</u>	100	D	\$ 13.75	1,144,402	D
Common Stock	04/22/2009	<u>S(1)</u>	1	D	\$ 13.62	1,144,401	D
Common Stock	04/22/2009	<u>S(1)</u>	99	D	\$ 13.63	1,144,302	D
Common Stock	04/22/2009	<u>S(1)</u>	1	D	\$ 13.8	1,144,301	D
Common Stock	04/22/2009	<u>S(1)</u>	200	D	\$ 13.57	1,144,101	D
Common Stock	04/22/2009	<u>S(1)</u>	200	D	\$ 13.85	1,143,901	D
Common Stock	04/22/2009	<u>S(1)</u>	7,201	D	\$ 13.5902	1,136,700	D

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

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(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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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**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	See Remarks	

**Signatures**

/s/ William Griffin  
 04/23/2009  
 \*\*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) Sale of shares under the 10b5-1 Plan of William F. Griffin, Jr.

**Remarks:**

Vice Chairman of Gemma Power Systems, LLC

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