

REX AMERICAN RESOURCES Corp
 Form 4
 April 16, 2014

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 *
 Rizvi Zafar 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)
 04/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 COO; President

DAYTON, OH 45459

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common stock \$.01 par value | 04/14/2014 | | M | | 10,586 | A | \$ 12.45 |
| Common stock \$.01 par value | 04/14/2014 | | S | | 207 | D | \$ 60.02 |
| Common stock \$.01 par value | 04/14/2014 | | S | | 100 | D | \$ 60.04 |
| Common stock \$.01 | 04/14/2014 | | S | | 100 | D | \$ 60.08 |

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| | | | | | | | |
|------------------------------|------------|---|-------|---|------------|---------|---|
| par value | | | | | | | |
| Common stock \$.01 par value | 04/14/2014 | S | 400 | D | \$ 60.1075 | 115,639 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 1,200 | D | \$ 60.11 | 114,439 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.13 | 114,339 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 16 | D | \$ 60.15 | 114,323 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 868 | D | \$ 60.1731 | 113,455 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 180 | D | \$ 60.18 | 113,275 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 600 | D | \$ 60.19 | 112,675 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.22 | 112,575 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 400 | D | \$ 60.2375 | 112,175 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.265 | 112,075 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 97 | D | \$ 60.27 | 111,978 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.314 | 111,878 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 166 | D | \$ 60.34 | 111,712 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 300 | D | \$ 60.36 | 111,412 | D |

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| | | | | | | | |
|------------------------------|------------|---|-------|---|------------|---------|---|
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.38 | 111,312 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 400 | D | \$ 60.39 | 110,912 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 61 | D | \$ 60.4 | 110,851 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.405 | 110,751 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.45 | 110,651 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.46 | 110,551 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 101 | D | \$ 60.47 | 110,450 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 200 | D | \$ 60.48 | 110,250 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 1,050 | D | \$ 60.5 | 109,200 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 100 | D | \$ 60.505 | 109,100 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 300 | D | \$ 60.5448 | 108,800 | D |
| Common stock \$.01 par value | 04/14/2014 | S | 200 | D | \$ 60.56 | 108,600 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee nonqualified stock option right to buy | \$ 12.45 | 04/14/2014 | | M | 10,586 | 06/07/2004 ⁽¹⁾ 06/07/2014 | Common stock \$0.01 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rizvi Zafar A 7720 PARAGON ROAD DAYTON, OH 45459 | | | COO; President | |

Signatures

Edward M. Kress Attorney in Fact for Zafar Rizvi
 Date: 04/16/2014

__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) Options granted 6/7/04 and became exercisable in 20% increments on each of the first five anniversaries of the grant.

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.