

REX AMERICAN RESOURCES Corp  
Form 4  
April 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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	\$ 12.45 116,446
Common stock \$.01 par value	04/14/2014		S		207	D	\$ 60.02 116,239
Common stock \$.01 par value	04/14/2014		S		100	D	\$ 60.04 116,139
Common stock \$.01	04/14/2014		S		100	D	\$ 60.08 116,039

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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 <sup>(1)</sup> 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.