

REX AMERICAN RESOURCES Corp

Form 4

April 16, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)
COO; President

DAYTON, OH 45459

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (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.

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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 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 \$.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

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.

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