

REX AMERICAN RESOURCES Corp
 Form 4
 September 22, 2016

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

OMB APPROVAL

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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)
 09/21/2016

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

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 | 09/21/2016 | | S | | 5,918 | D | \$ 84 638,804 |
| Common stock \$.01 par value | 09/21/2016 | | S | | 700 | D | \$ 84.01 638,104 |
| Common stock \$.01 par value | 09/21/2016 | | S | | 100 | D | \$ 84.02 638,004 |
| Common stock \$.01 | 09/21/2016 | | S | | 200 | D | \$ 84.03 637,804 |

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| | | | | | | | |
|------------------------------|------------|---|-------|---|-----------|---------|---|
| par value | | | | | | | |
| Common stock \$.01 par value | 09/21/2016 | S | 158 | D | \$ 84.06 | 637,646 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 100 | D | \$ 84.065 | 637,546 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 200 | D | \$ 84.11 | 637,346 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 3,706 | D | \$ 84.2 | 633,640 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 340 | D | \$ 84.27 | 633,300 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 230 | D | \$ 84.23 | 633,070 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 200 | D | \$ 84.24 | 632,870 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 200 | D | \$ 84.26 | 632,670 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 204 | D | \$ 84.28 | 632,466 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 1,200 | D | \$ 84.29 | 631,266 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 100 | D | \$ 84.3 | 631,166 | D |
| Common stock \$.01 par value | 09/21/2016 | S | 6 | D | \$ 84.32 | 631,160 | D |

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

Edward M. Kress, Attorney in Fact for Stuart A. Rose
 09/22/2016
 **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).

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.