

Griffin William F Jr
Form 5
March 22, 2010

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Griffin William F Jr

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol
ARGAN INC [AGX]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/31/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VC of Gemma Power Systems, LLC

6. Individual or Joint/Group Reporting

(check applicable line)

GLASTONBURY, CT 06033

(City) (State) (Zip)

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/16/2009	Â	G ⁽¹⁾	432,052 D \$ 0 0 ⁽²⁾	I	By William F. Griffin, Jr. GRAT DTD 9/11/07	
Common Stock	12/14/2009	Â	G ⁽³⁾	325,000 A \$ 0 913,650 ⁽⁴⁾	I	By William F. Griffin, Jr. Revocable	

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									Trust U/A DTD 12/9/04
Common Stock	07/16/2009	Â	G ⁽⁵⁾	325,000	D	\$ 0	610,689	I	By Joel M. Canino Revocable Trust
Common Stock	12/22/2009	Â	G ⁽⁵⁾	25,000	D	\$ 0	585,689	I	By Joel M. Canino Revocable Trust
Common Stock	12/22/2009	Â	G ⁽⁵⁾	25,000	D	\$ 0	560,689	I	By Joel M. Canino Revocable Trust
Common Stock	12/22/2009	Â	G ⁽⁵⁾	25,000	D	\$ 0	535,689	I	By Joel M. Canino Revocable Trust
Common Stock	12/22/2009	Â	G ⁽⁵⁾	25,000	D	\$ 0	510,689	I	By Joel M. Canino Revocable Trust
Common Stock	12/22/2009	Â	G ⁽⁵⁾	25,000	D	\$ 0	485,689	I	By Joel M. Canino Revocable Trust
Common Stock	01/07/2010	Â	G ⁽⁶⁾	130,000	D	\$ 0	33,650 ⁽⁷⁾	I	By William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04
Common Stock	01/27/2010	Â	G ⁽⁸⁾	12,500	D	\$ 0	21,150	I	By William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04
Common Stock	Â	Â	Â	Â	Â	Â	750,000 ⁽⁹⁾	I	By William F. Griffin, Jr. GRAT U/A DTD 11/16/09

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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)

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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

VC of Gemma Power Systems, LLC

Signatures

/s/ William F.
Griffin, Jr. 03/22/2010

**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) Gift of shares from the William F. Griffin, Jr. GRAT DTD 9/11/07.
- (2) Excludes 263,650 shares previously owned indirectly by the William F. Griffin, Jr. GRAT DTD 9/11/07, which were transferred to the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04 on October 16, 2009.
- (3) Gift of shares to the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04.
- (4) Includes 263,650 shares previously owned indirectly by the William F. Griffin, Jr. GRAT DTD 9/11/07, which were transferred to the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04 on October 16, 2009.
- (5) Gift of shares from the Joel M. Canino Revocable Trust, for which William F. Griffin, Jr. is a co-trustee.
- (6) Gift of shares from the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04.

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- (7) Excludes 750,000 shares previously owned indirectly by the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04, which were transferred to the William F. Griffin, Jr. GRAT U/A DTD 11/16/09 on December 24, 2009.
- (8) Gift of shares from the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04.
- (9) 750,000 shares previously owned indirectly by the William F. Griffin, Jr. Revocable Trust U/A DTD 12/9/04, which were transferred to the William F. Griffin, Jr. GRAT U/A DTD 11/16/09 on December 24, 2009.

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