

REX AMERICAN RESOURCES Corp
 Form 4
 December 16, 2013

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 *
BRUGGEMAN DOUGLAS

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)
 9311 LEAFY HOLLOW COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO; VP-Finance; Treasurer

DAYTON, OH 45458

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 (A) or (D) Price | | |
| Common stock \$.01 par value | 12/13/2013 | | M | | 4,200 A \$ 12.45 | 53,787 | D |
| Common stock \$.01 par value | 12/13/2013 | | S | | 100 D \$ 42.62 | 53,687 | D |
| Common stock \$.01 par value | 12/13/2013 | | S | | 300 D \$ 42.645 | 53,387 | D |
| Common stock \$.01 | 12/13/2013 | | S | | 300 D \$ 42.69 | 53,087 | D |

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| | | | | | | | |
|------------------------------|------------|---|-----|---|----------|--------|---|
| par value | | | | | | | |
| Common stock \$.01 par value | 12/13/2013 | S | 137 | D | \$ 42.7 | 52,950 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 200 | D | \$ 42.73 | 52,750 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 263 | D | \$ 42.76 | 52,487 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 200 | D | \$ 42.77 | 52,287 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 100 | D | \$ 42.81 | 52,187 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 300 | D | \$ 42.91 | 51,887 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 200 | D | \$ 42.93 | 51,687 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 300 | D | \$ 42.94 | 51,387 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 100 | D | \$ 42.97 | 51,287 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 100 | D | \$ 43.02 | 51,187 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 400 | D | \$ 43.18 | 50,787 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 900 | D | \$ 43.25 | 49,887 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 100 | D | \$ 43.26 | 49,787 | D |
| Common stock \$.01 par value | 12/13/2013 | S | 100 | D | \$ 43.29 | 49,687 | D |

Common stock \$.01 par value 12/13/2013 S 100 D \$ 43.31 49,587 D

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee nonqualified stock option right to buy | \$ 12.45 | 12/13/2013 | | M | 4,200 | 06/07/2004 ⁽¹⁾ 06/07/2014 | Common stock \$.01 par value | 4,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUGGEMAN DOUGLAS 9311 LEAFY HOLLOW COURT DAYTON, OH 45458 | | | CFO; VP-Finance; Treasurer | |

Signatures

Edward M. Kress Attorney in Fact for Douglas Bruggeman 12/16/2013

__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 6/7/2004 and became exercisable in 20% increments on each of the first five anniversaries of the grant.

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