

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Rizvi Zafar A</u><br><br>(Last) (First) (Middle)<br>7720 PARAGON ROAD<br><br>(Street)<br>DAYTON OH 45459<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>REX AMERICAN RESOURCES Corp [ REX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>COO; President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/16/2014                            |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  |  |

**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    | 04/16/2014                           |  | M                              |   | 9,433   | A          | \$12.45   | 115,293   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 200   | D          | \$60      | 115,093   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.1    | 114,993   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 300   | D          | \$60.13   | 114,693   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 300   | D          | \$60.173  | 114,393   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 200   | D          | \$60.1775 | 114,193   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.18   | 114,093   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.2    | 113,993   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 13  | D          | \$60.21   | 113,980   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.27   | 113,880   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 300   | D          | \$60.3    | 113,580   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 200   | D          | \$60.32   | 113,380   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.41   | 113,280   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.44   | 113,180   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.48   | 113,080   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.496  | 112,980   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 200   | D          | \$60.52   | 112,780   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.53   | 112,680   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.55   | 112,580   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.57   | 112,480   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 200   | D          | \$60.63   | 112,280   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 126   | D          | \$60.64   | 112,154   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 400   | D          | \$60.65   | 111,754   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.68   | 111,654   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 101   | D          | \$60.69   | 111,553   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.72   | 111,453   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 4,493   | D          | \$60.7266 | 106,960   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.731  | 106,860   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.74   | 106,760   | D  |   |
| Common stock \$.01 par value    | 04/16/2014                           |  | S                              |   | 100   | D          | \$60.77   | 106,660   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
|   |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Employee nonqualified stock option right to buy | \$12.45  | 04/16/2014                           |  | M                              |   |  | 9,433 | 06/07/2004 <sup>(1)</sup>                                | 06/07/2014      | Common stock \$.01 par value  | 9,433                      | \$12.45                                    | 0  | D   |  |

**Explanation of Responses:**

1. Options granted 6/7/04 and became exercisable in 20% increments on each of the first five anniversaries of the grant.

Edward M. Kress Attorney in  
Fact for Zafar Rizvi      04/18/2014

\*\* Signature of Reporting Person      Date

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

\* 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.

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