

RENEWABLE ENERGY GROUP, INC.

Reported by
OH DANIEL J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/08/15 for the Period Ending 03/24/15

Address 416 S. BELL AVENUE
 AMES, IA, 50010
Telephone 515-239-8000
CIK 0001463258
Fiscal Year 12/31

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).

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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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | | | |
|---|--|--|---|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person [*] Oh Daniel J (Last) (First) (Middle) 416 S. BELL AVENUE (Street) AMES, IA 50010 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Renewable Energy Group, Inc. [REGI] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) CEO and President <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | |
| | | | 3. Date of Earliest Transaction (MM/DD/YYYY) 3/24/2015 | | | | | | | |
| | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date 3/24/2015 | 2A. Deemed Execution Date, if any | 3. Trans. 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 ⁽¹⁾ | | | A | | 12076 | A | \$0.00 | 329969 | D | |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | |
| Stock Appreciation Right | \$9.52 | 3/24/2015 | | A | 117526 | | | (2) | (2) | Common Stock | 117526 | \$0.00 | 117526 | D | |
| Restricted Stock Unit | ⁽³⁾ | 3/30/2015 | | A | 59623 | | | (3) | (3) | Common Stock | 59623 | \$0.00 | 59623 | D | |

Explanation of Responses:

- Represents award of restricted stock units ("RSUs") that will vest in full on 3/24/2019, subject to continued service as an employee of Renewable Energy Group, Inc. (the "Company"). RSUs may be settled only for shares of common stock on a one-for-one basis.
- The Stock Appreciation Rights ("SARs") will vest with respect to 25% of the shares of common stock subject thereto on each of the four anniversaries following 3/24/2015, subject to continued service as an employee of the Company. The SARs shall cease to be exercisable (and if not previously exercised, shall terminate without the payment of any consideration therefore) on the earliest of (i) 3/24/2025, (ii) one year following the termination of employment with the Company by reason of death or disability, (iii) 90 days following any other termination of employment with the Company other than for cause and (iv) immediately prior to the termination of employment with the Company for cause.
- The restricted stock units may vest in three equal installments upon the achievement of certain stock price targets in each 2015, 2016 and 2017.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Oh Daniel J 416 S. BELL AVENUE AMES, IA 50010 | X | | CEO and President | |

Signatures

s/ Natalie A. Merrill, Attorney-in-Fact

4/8/2015

^{**} 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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