

ANDERSONS INC
Form 4
March 14, 2014

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 *
ANDERSON DANIEL T

(Last) (First) (Middle)
480 W DUSSEL DR
(Street)

MAUMEE, OH 43537

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANDERSONS INC [ANDE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Retail

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or Price (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------------|---|--|---|
| COMMON STOCK | 03/13/2014 | | S | 4.77 | D \$ 55,490.4 | 26,179.76 | I | HELD BY RICHARD ANDERSONS LLC |
| COMMON STOCK | 03/13/2014 | | S | 4,995.26 | D \$ 55,490.4 | 20,706.25 | I | LYNN ANDERSONS SPOUSE, HELD BY RICHARD ANDERSONS LLC |
| | 03/13/2014 | | S | 302.14 | D | 1,442.72 | I | |

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| | | | | | | | | | |
|-------------------------------|------------|---|----------|---|------------|----------------------|---|--|---|
| COMMON STOCK | | | | | | \$ 55.4904 | | | Walt Anderson, Child, sha held by Richard P Anderson |
| COMMON STOCK | 03/13/2014 | S | 302.14 | D | \$ 55.4904 | 1,442.72 | I | | Helen Anderson, child, sha held by Richard P Anderson |
| COMMON STOCK | 03/13/2014 | S | 302.14 | D | \$ 55.4904 | 1,442.72 | I | | Dick Anderson, child, sha held by Richard P Anderson |
| COMMON STOCK | 03/13/2014 | S | 5,007.86 | D | \$ 55.4904 | 108,654.14 | I | | The Danie Anderson Irrevocabl Family Tr |
| COMMON STOCK | | | | | | 256,886 | D | | |
| PERFORMANCE SHARE UNIT (2015) | | | | | | 3,750 ⁽¹⁾ | D | | |
| PERFORMANCE SHARE UNIT (2016) | | | | | | 2,475 ⁽²⁾ | D | | |
| PERFORMANCE SHARE UNIT (2017) | | | | | | 2,570 ⁽¹⁾ | D | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|-------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|-------|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|----------|---|---|------------------|-----------------|--------------|----------------------------|
| | | Code | V | | | | |
| SOSAR | \$ 21.83 | | | 03/01/2011 | 04/01/2015 | COMMON STOCK | 6,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON DANIEL T 480 W DUSSEL DR MAUMEE, OH 43537 | | | President, Retail | |

Signatures

Daniel T. Anderson 03/14/2014

**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) Stock performance unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.
 - (2) Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from 10/01/2013 to 12/31/2015. Number of underlying shares are determined by the twenty-seven months cumulative fully diluted EPS for the performance period.

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.