McKinstray Neill C
Form 5
February 08, 2013

FORM 5

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).
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

1. Name and Address of Reporting Person *
McKinstray Neill C

(Last) (First) (Middle)

P O BOX 119

(Street)

MAUMEE,Â OHÂ 43537

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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 below) _____ Other (specify below)
President, Ethanol Group

6. Individual or Joint/Group Reporting

(check applicable line)

_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)
				Amount	(A) or (D)	Price			
COMMON STOCK	01/24/2012	Â	J4(1)	5.16	A	$ 43.11	27,482.516	D	Â
COMMON STOCK	04/23/2012	Â	J4(1)	9.362	A	$ 48.84	29,424.16	D	Â
COMMON STOCK	07/23/2012	Â	J4(1)	12.477	A	$ 36.64	29,440.566	D	Â
COMMON STOCK	10/22/2012	Â	J4(1)	12.323	A	$ 37.1	29,455.394	D	Â

COMMON STOCK	01/24/2012	Â	J4 (1)	5.33	A	$ 42.91	1,562.74	I	Held by Spouse
COMMON STOCK	04/23/2012	Â	J4 (1)	4.65	A	$ 49.4	1,567.39	I	Held by Spouse
COMMON STOCK	07/23/2012	Â	J4 (1)	6.1	A	$ 38.49	1,573.49	I	Held by Spouse
COMMON STOCK	10/23/2012	Â	J4 (1)	6.14	A	$ 37.69	1,579.63	I	Held by Spouse
PERFORMANCE SHARE UNIT (2014)	Â	Â	Â	Â	Â	Â	1,416 (2)	D	Â
PERFORMANCE SHARE UNIT (2015)	Â	Â	Â	Â	Â	Â	2,470 (2)	D	Â

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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR	$ 46.26	Â	Â	Â	Â	Â	03/01/2009	04/01/2013	COMMON STOCK	2,750
SOSAR	$ 11.02	Â	Â	Â	Â	Â	03/02/2010	03/31/2014	COMMON STOCK	3,200
SOSAR	$ 32.75	Â	Â	Â	Â	Â	03/01/2011	04/01/2015	COMMON STOCK	2,225

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
McKinstray Neill C P O BOX 119 MAUMEE,Â OHÂ 43537	Â	Â	Â President, Ethanol Group	Â

Signatures

Neill McKinstray, By: Mary J. Schroeder, Limited Power of Attorney	02/08/2013
**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) Reinvestment of dividend - No form filed at that time.

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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