

ANDERSONS INC
Form 4
February 21, 2014

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 *
ANDERSON DANIEL T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2014

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

MAUMEE, OH 43537
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK | 02/19/2014 | | J ⁽¹⁾ | 84,480 A | \$ 0 253,441 | D | |
| COMMON STOCK | 02/19/2014 | | J ⁽¹⁾ | 8,728 A | \$ 0 26,184.53 | I | HELD BY RICHARD P. ANDERSON LLC |
| COMMON STOCK | 02/14/2014 | | J ⁽¹⁾ | 8,567 A | \$ 0 25,701.51 | I | LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON |

| | | | | | | | | |
|-------------------------------|------------|------------------|--------|---|------|----------------------|---|--|
| COMMON STOCK | 02/19/2014 | J ⁽¹⁾ | 581.62 | A | \$ 0 | 1,744.86 | I | LLC Walt Anderson, Child, shares held by Richard P Anderson LLC |
| COMMON STOCK | 02/19/2014 | J ⁽¹⁾ | 581.62 | A | \$ 0 | 1,744.86 | I | Helen Anderson, child, shares held by Richard P Anderson LLC |
| COMMON STOCK | 02/19/2014 | J ⁽¹⁾ | 581.62 | A | \$ 0 | 1,744.86 | I | Dick Anderson, child, shares held by Richard P Anderson LLC |
| COMMON STOCK | 02/19/2014 | J ⁽¹⁾ | 37,887 | A | \$ 0 | 113,662 | I | The Daniel T. Anderson Irrevocable Family Trust |
| PERFORMANCE SHARE UNIT (2015) | 02/19/2014 | J ⁽²⁾ | 1,250 | A | \$ 0 | 3,750 ⁽³⁾ | D | |
| PERFORMANCE SHARE UNIT (2014) | 02/19/2014 | J ⁽²⁾ | 1,050 | A | \$ 0 | 3,150 ⁽³⁾ | D | |
| PERFORMANCE SHARE UNIT (2016) | 02/19/2014 | J ⁽²⁾ | 825 | A | \$ 0 | 2,475 ⁽⁴⁾ | 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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(9-02)

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------|----------|------------|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | |
| SOSAR | \$ 21.83 | 02/19/2014 | J | | 2,150 | | 03/01/2011 | 04/01/2015 | COMMON STOCK | 2,150 |

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, by: MARY J. Schroeder, Limite Power of Attorney 02/21/2014

__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) Represents shares received following a 3-for-2 stock split on February 18, 2014
- (2) As a result of 3-for-2 stock split on February 18, 2014, PSUs have increased as noted.
- (3) 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.
Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from
- (4) 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.
- (5) As a result of a 3-for-2 stock split on February 18, 2014, the option shares have increased as noted and the exercise price has been adjusted.

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.