

ANDERSONS INC
Form 4
February 21, 2014

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).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sparks Tamara Sue

(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)
02/19/2014

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)

VP,Corp.Relations/BusinessAnal

6. Individual or Joint/Group Filing(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 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⁾	2,114.52	A \$ 0 6,343.55	D	
COMMON STOCK	02/19/2014		J ⁽¹⁾	170.78	A \$ 0 512.344	I	Held by Spouse
PERFORMANCE SHARE UNIT (2014)	02/19/2014		J ⁽²⁾	285	A \$ 0 855 ⁽³⁾	D	
PERFORMANCE SHARE UNIT (2014)	02/19/2014		J ⁽²⁾	128	A \$ 0 383.65 ⁽³⁾	I	Held by Spouse
	02/19/2014		J ⁽²⁾	160	A \$ 0 480.98 ⁽³⁾	I	

PERFORMANCE
SHARE UNIT
(2015)

Held by
Spouse

PERFORMANCE
SHARE UNIT
(2015)

02/19/2014

J⁽²⁾

324

A

\$ 0 971 ⁽³⁾

D

PERFORMANCE
SHARE UNIT
(2016)

02/19/2014

J⁽²⁾

95

A

\$ 0 285 ⁽⁴⁾

I

Held by
Spouse

PERFORMANCE
SHARE UNIT
(2016)

02/19/2014

J⁽²⁾

215

A

\$ 0 645 ⁽⁴⁾

D

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

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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 (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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
SOSAR	\$ 21.83	02/19/2014		J ⁽⁵⁾	425	03/01/2011 04/01/2015	COMMON STOCK	425
SOSAR	\$ 21.83	02/19/2014		J ⁽⁵⁾	193	03/01/2011 04/01/2015	COMMON STOCK	192.5

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sparks Tamara Sue
480 W DUSSEL DR.

VP,Corp.Relations/BusinessAnal

MAUMEE, OH 43537

Signatures

Tamara S. Sparks, by: Mary J. Schroeder, Limited 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.