SMITH GARY L Form 4 August 31, 2009

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * SMITH GARY L			2. Issuer Name <b>and</b> Ticker or Trading Symbol ANDERSONS INC [ANDE]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
480 W DUSSEL DR			08/31/2009	X Officer (give title Other (specification) below)  VP Finance & Treasurer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAUMEE, OH 43537			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired. Disposed of, or Beneficially Owner		

(City)	(State) (Zip)	Table I	- Non-Der	ivative Se	ecurities Acq	ired, Disposed of	or Beneficial	ly Owned
1.Title of Security	2. Transaction Date 2A (Month/Day/Year) Ex	A. Deemed xecution Date, if	3.		ties Acquired sposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	an	ny	Code	(Instr. 3,	• '	Beneficially	Form:	Beneficial
	(M	Month/Day/Year)	(Instr. 8)			Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)	Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	or (D) Price	(Instr. 3 and 4)	(IIISU: +)	
COMMON STOCK	08/31/2009		S	1,000	D \$ 32.97	11,031.799	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A on N of Sl
PERFORMANCE SHARE UNIT	\$ 0 (1)					12/31/2009	01/01/2010	COMMON STOCK	
PERFORMANCE SHARE UNIT	\$ 0 (2)					12/31/2010	01/01/2011	COMMON STOCK	
PERFORMANCE SHARE UNIT	\$ 0 (3)					12/31/2011	01/01/2012	COMMON STOCK	
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	1
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	3
SOSAR	\$ 42.08					03/01/2010	03/31/2012	COMMON STOCK	2
SOSAR	\$ 39.115					04/01/2009	04/01/2011	COMMON STOCK	(

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F-</b>	Director	10% Owner	Officer	Other			
SMITH GARY L 480 W DUSSEL DR MAUMEE, OH 43537			VP Finance & Treasurer				

## **Signatures**

Gary Smith 08/31/2009

\*\*Signature of 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).

Reporting Owners 2

#### Edgar Filing: SMITH GARY L - Form 4

- Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from (1) 1/1/2007 to 12/31/2009. 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 3 years contingent on cumulative EPS from (2) 1/1/2008 to 12/31/2010. 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 3 years contingent on cumulative EPS from (3) 1/1/2009 to 12/31/2011. 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 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.