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| Check this box if no longer subject to Section 16. Form 4 or Form 5 | UNITED STATE STATEMENT C Filed pursuant to ection 17(a) of the 30(h | Washingto DF CHANGES II SECU Section 16(a) of | n, D.C. 2 N BENE JRITIES the Secur olding Co | 20549 FICIAL rities Excl ompany A | OWNE hange A .ct of 1 | E RSHIP OF Act of 1934, | OMB Number: Expires: Estimated a burden hou response | • |
|--|---|--|--|--|------------------------------------|--|---|--|
| (Print or Type Responses | s) | | | | | | | |
| 1. Name and Address of ANDERSON MICI | | 2. Issuer Name a Symbol ANDERSONS | | - | | . Relationship of ssuer | Reporting Pers | |
| (Last) (Fire | st) (Middle) | 3. Date of Earliest | | n | | | | |
| 480 W DUSSEL D | R | (Month/Day/Year) 10/01/2013 | 1 | | _ | _X Director _X Officer (give elow) Chairman, | | • Owner er (specify CEO |
| (Stre MAUMEE, OH 43: | | 4. If Amendment, Filed(Month/Day/Y 10/13/2013 | - | nal | A _2 | . Individual or Jo pplicable Line) X_ Form filed by C Form filed by M | one Reporting Pe | erson |
| (City) (Stat | | | | a | | erson | | |
| 1.Title of Security | 2. Transaction Date | | -Derivativ 3. | | - | red, Disposed of nired 5. Amount | | ly Owned 7. Nature of Indired |
| (Instr. 3) | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transacti Code (Instr. 8) | (Instr. 3, 4 | sposed of 4 and 5) (A) or | | Owners y Form: Direct (or Indin (I) n(s) (Instr. 4 | ship Beneficial Ownersh (Instr. 4) (D) rect |
| PERFORMANCE SHARE UNIT (2016) | 10/01/2013 | | А | 11,200 (1) | A \$ | \$ 0 11,200 <u>(2</u> | <u>)</u> D | |
| COMMON STOCK | | | | | | 268,405. | 834 D | |
| COMMON STOCK | | | | | | 100,092 | Ι | Mrs. Carol H. Anderson-spous |
| PERFORMANCE SHARE UNIT (2014) | | | | | | 15,740 <u>(</u> | | |
| | | | | | | 17,000 (3 | <u>b)</u> D | |

PERFORMANCE SHARE UNIT (2015)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | te | 7. Title and Am Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|--|---|---------------------|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SOSAR | \$ 32.75 | | | | | 03/01/2011 | 04/01/2015 | COMMON STOCK | 18,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| ANDERSON MICHAEL J 480 W DUSSEL DR MAUMEE, OH 43537 | Х | | Chairman, President and CEO | | | | |
| Signatures | | | | | | | |

Signatures

| Michael J. Andersons, by: Mary J. Schroeder, Limited Power of Attorney | 01/24/2014 | |
|--|------------|--|
| <u>**</u> Signature of Reporting Person | Date | |

**Signature of Reporting Person

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) Original filing was for shares at target level of the plan rather than maximum level. This filing reflects the maximum level of plan.

(2)

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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.

(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.

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.