ANDERSONS INC Form 4

May 30, 2014

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per 0.5 response...

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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(b).

(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)	3. Date of Earliest Transaction	(Check an applicable)		
480 W DUSS	SEL DR		(Month/Day/Year) 05/30/2014	Director 10% Owner _X Officer (give title Other (specify below) President, Retail		
MAIIMEE ((Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
MAUMEE, O	JN 4333 /			Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

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1 Title of Courity	2 Transaction	Data 24 Daamad	2	1 Committee Acquired	5 Amount of	6	7 N

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. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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	05/29/2014		G	0.3	D	\$ 50.86	26,179.46	I	HELD BY RICHARD P. ANDERSON LLC
COMMON STOCK	05/29/2014		G	333	D	\$ 50.86	20,373.25	I	LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON LLC
	05/29/2014		G	20.1	D		1,422.62	I	

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COMMON STOCK					\$ 50.86			Walt Anderson, Child, shares held by Richard P Anderson LLC
COMMON STOCK	05/29/2014	G	20.1	D	\$ 50.86	1,422.62	I	Helen Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	05/29/2014	G	20.1	D	\$ 50.86	1,422.62	I	Dick Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	05/29/2014	G	333.9	D	\$ 50.86	108,320.24	I	The Daniel T. Anderson Irrevocable Family Trust
COMMON STOCK						256,886	D	
PERFORMANCE SHARE UNIT (2015)						3,750 <u>(1)</u>	D	
PERFORMANCE SHARE UNIT (2017)						2,570 (2)	D	
PERFORMANCE SHARE UNIT						2,475 <u>(1)</u>	D	

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

(2016)

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	

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Derivative Securities
Security Acquired
(A) or

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Date Expiration Exercisable Date

Title

Amount or Number

of Shares

SOSAR \$ 21.83 03/01/2011 04/01/2015 COMMON STOCK 6,450

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 Anderson 05/30/2014
**Signature of Date

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) 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 10/01/2013 to 12/31/2015. Number of underlying shares are determined by the twenty-seven months cumulative fully diluted EPS for...

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.

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