

Andersons, Inc.
Form 4/A
March 19, 2015

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
Number: 3235-0287
Expires: January 31,
2005
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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)
01/12/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/13/2015

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 | 01/12/2015 | | F | 302 ⁽¹⁾ D | \$ 53.14 ⁽²⁾ | 7,975.55 | D |
| COMMON STOCK | 01/12/2015 | | F | 166 ⁽¹⁾ D | \$ 53.14 ⁽²⁾ | 710.344 | I Held by Spouse |
| PERFORMANCE SHARE UNIT (2016) | | | | | 285 ⁽³⁾ | I | Held by Spouse |
| PERFORMANCE SHARE UNIT | | | | | 645 ⁽³⁾ | D | |

(2016)

PERFORMANCE

SHARE UNIT

780 ⁽⁴⁾

D

(2017)

PERFORMANCE

SHARE UNIT

250 ⁽⁴⁾

I

Held by
spouse

(2017)

PERFORMANCE

SHARE UNIT

996 ⁽⁴⁾

D

(2018)

PERFORMANCE

SHARE UNIT

320 ⁽⁴⁾

I

Held by
Spouse

(2018)

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

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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 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. I De Sec (In |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|--|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| SOSAR | \$ 21.83 | | | | | 03/01/2011 | 04/01/2015 | COMMON STOCK | 1,275 | |
| SOSAR | \$ 21.83 | | | | | 03/01/2011 | 04/01/2015 | COMMON STOCK | 577.5 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Sparks Tamara Sue
480 W DUSSEL DR.
MAUMEE, OH 43537

VP,Corp.Relations/BusinessAnal

Signatures

Tamara Sparks, by: Mary Schroeder, Limited Power of
Attorney

03/18/2015

__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) Change in shares used for taxes is due to the change in price.

(2) Price changed due to using an incorrect value date.

Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from
(3) 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.

(4) 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.

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