

ANDERSONS INC

Form 4

April 05, 2005

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOX PHILIP C

(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)
01/14/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

Vice President Corporate Plng

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	01/14/2005		J ⁽¹⁾		3.077	A	\$ 24.78	3,207.413	D	
COMMON STOCK	01/24/2005		J ⁽¹⁾		0.013	A	\$ 26.15	3,207.426	D	
COMMON STOCK	02/04/2005		J ⁽¹⁾		2.582	A	\$ 29.54	3,210.008	D	
COMMON STOCK	02/18/2005		J ⁽¹⁾		2.542	A	\$ 30	3,212.55	D	
COMMON STOCK	03/04/2005		J ⁽¹⁾		2.362	A	\$ 32.29	3,214.912	D	

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COMMON STOCK	03/11/2005	J ⁽¹⁾	11.594	A	\$ 31.74	3,226.506	D
COMMON STOCK	03/18/2005	J ⁽¹⁾	2.346	A	\$ 32.51	3,228.852	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 a Underly (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
PERFORMANCE SHARE UNIT	\$ 0 ⁽²⁾	04/01/2005		A	220	12/31/2007 ⁽²⁾ 01/01/2008 ⁽²⁾	COMMON STOCK
STOCK OPTION	\$ 31	04/01/2005		A	1,250	04/01/2005 ⁽³⁾ 03/31/2010	COMMON STOCK
STOCK OPTION	\$ 8.625					01/01/2001 01/01/2006	COMMON STOCK
STOCK OPTION	\$ 10					01/01/2002 01/01/2007	COMMON STOCK
STOCK OPTION	\$ 12.7					01/01/2003 01/01/2008	COMMON STOCK
STOCK OPTION	\$ 15.967					01/01/2004 01/01/2009	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOX PHILIP C 480 W DUSSEL DR	Vice President Corporate Plng

MAUMEE, OH 43537

Signatures

Philip Fox, By: Gary Smith, Limited Power of Attorney

04/05/2005

__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) Acquisition pursuant to Rule 16b-3(c)

Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from

(2) 1/1/2005 to 12/31/2007. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.

(3) OPTION EXERCISABLE 40% IMMEDIATELY; 70% AFTER ONE YEAR; 100% AFTER TWO YEARS

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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