

Waggoner Thomas Lowell  
 Form 4  
 June 30, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Waggoner Thomas Lowell

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)  
 P O BOX 119

3. Date of Earliest Transaction (Month/Day/Year)  
 06/28/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President, Processing Group

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MAUMEE, OH 43537

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
COMMON STOCK	06/28/2006		J(1)	1,817 A \$ 0 (1)	3,634	D	

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)**

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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. 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 Underlying Security (Instr. 3 and 4)
PERFORMANCE SHARE UNIT	\$ 0 <sup>(2)</sup>	06/28/2006		J <sup>(3)</sup>	780	12/31/2008 01/01/2009	COMMON STOCK
SOSAR	\$ 39.115 <sup>(4)</sup>	06/28/2006		J <sup>(4)</sup>	4,200	04/01/2009 04/01/2011	COMMON STOCK
STOCK OPTION	\$ 5 <sup>(4)</sup>	06/28/2006		J <sup>(4)</sup>	1,300	01/01/2002 01/01/2007	COMMON STOCK
STOCK OPTION	\$ 6.35 <sup>(4)</sup>	06/28/2006		J <sup>(4)</sup>	1,750	01/01/2003 01/01/2008	COMMON STOCK
STOCK OPTION	\$ 7.9835 <sup>(4)</sup>	06/28/2006		J <sup>(4)</sup>	1,420	01/01/2004 01/01/2009	COMMON STOCK
STOCK OPTION	\$ 15.5 <sup>(4)</sup>	06/08/2006		J <sup>(4)</sup>	1,600	04/01/2005 03/31/2010	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waggoner Thomas Lowell P O BOX 119 MAUMEE, OH 43537			President, Processing Group	

Signatures

Thomas L Waggoner, By: Gary Smith, Limited Power of Attorney  
 06/28/2006  
 \*\*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) Represents shares received following a 2-for-1 stock split on June 28, 2006  
 Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (2) 1/1/2006 to 12/31/2008. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.

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- (3) As result of 2-for-1 stock split on June 28,2006, PSUs have increased as noted.
- (4) As a result of a 2-for-1 stock split on June 28, 2006, the option shares have increased as noted and the exercise price has been adjusted to one-half of the previously reported exercise price.

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.