

FOX PHILIP C
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 *
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)
06/30/2006

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 | 04/17/2006 | | J ⁽¹⁾ | | 0.779 | A | \$ 91.81 4,528.571 |
| COMMON STOCK | 04/24/2006 | | J ⁽¹⁾ | | 0.075 | A | \$ 94.8 4,528.646 |
| COMMON STOCK | 05/01/2006 | | J ⁽¹⁾ | | 0.656 | A | \$ 107.88 4,529.302 |
| COMMON STOCK | 05/12/2006 | | J ⁽¹⁾ | | 0.62 | A | \$ 114.15 4,529.922 |
| COMMON STOCK | 05/26/2006 | | J ⁽¹⁾ | | 0.709 | A | \$ 99.82 4,530.631 |

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| | | | | | | | |
|--------------|------------|------------------|-----------|---|---------------------|-----------|---|
| COMMON STOCK | 06/09/2006 | J ⁽¹⁾ | 0.763 | A | \$ 92.75 | 4,531.394 | D |
| COMMON STOCK | 06/23/2006 | J ⁽¹⁾ | 0.917 | A | \$ 77.18 | 4,532.311 | D |
| COMMON STOCK | 06/28/2006 | J ⁽²⁾ | 4,532.311 | A | \$ 0 ⁽²⁾ | 9,064.622 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 and Underlying Security (Instr. 3 and 4) |
|---|--|---|---|-----------------------------------|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽³⁾ | 06/28/2006 | | J ⁽⁴⁾ | 220 | 12/31/2007 01/01/2008 | COMMON STOCK |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽⁵⁾ | 06/28/2006 | | J ⁽⁴⁾ | 140 | 12/31/2008 01/01/2009 | COMMON STOCK |
| SOSAR | \$ 39.115 ⁽⁶⁾ | 06/28/2006 | | J ⁽⁶⁾ | 800 | 04/01/2009 04/01/2011 | COMMON STOCK |
| STOCK OPTION | \$ 5 ⁽⁶⁾ | 06/28/2006 | | J ⁽⁶⁾ | 1,400 | 01/01/2002 01/01/2007 | COMMON STOCK |
| STOCK OPTION | \$ 6.35 ⁽⁶⁾ | 06/28/2006 | | J ⁽⁶⁾ | 1,800 | 01/01/2003 01/01/2008 | COMMON STOCK |
| STOCK OPTION | \$ 7.9835 ⁽⁶⁾ | 06/28/2006 | | J ⁽⁶⁾ | 1,500 | 01/01/2004 01/01/2009 | COMMON STOCK |
| STOCK OPTION | \$ 15.5 ⁽⁶⁾ | 06/28/2006 | | J ⁽⁶⁾ | 1,250 | 04/01/2005 03/31/2010 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX PHILIP C 480 W DUSSEL DR MAUMEE, OH 43537 | | | Vice President Corporate Plng | |

Signatures

Philip C. Fox, by: Gary Smith, Limited Power of Attorney

06/30/2006

__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) Acquisition pursuant to Rule 16b-3(c)
- (2) 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
- (3) 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.
- (4) As result of 2-for-1 stock split on June 28,2006, PSUs have increased as noted.
Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (5) 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.
- (6) 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.