#### ANDERSONS INC

Form 4

February 20, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

ANDERSONS INC [ANDE]

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Conrad Nicholas C

1. Name and Address of Reporting Person \*

(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	n						
PO BOX 119			(Month/Day/Year) 05/27/2010	)				Director  Officer (give title  be  VP Finance &	elow)		
	(Street)		4. If Amendment,	_	nal		6. Indiv	idual or Joint/Gro	oup Filing(Cho	eck	
			Filed(Month/Day/Ye	ear)				ble Line) m filed by One Rep	orting Person		
MAUMEE, OH	I 43537						For	m filed by More tha	n One Reportin	ıg	
(City)	(State)	(Zip)	Table I - Non	ı-Derivativ	e Securiti	es Acc	juired, D	Disposed of, or Be	eneficially Ov	vned	
1.Title of Security (Instr. 3)		ransaction Date onth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (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)	Ownership of Indirect Form: Beneficia Direct (D) Ownershi or Indirect (Instr. 4)	
COMMON STOCK	05/	27/2010 <u>(1)</u>		S	213	D	\$ 33.12	9,394.749	D		
PERFORMAN SHARE UNIT (2014)	CE							1,440 (2)	D		
PERFORMAN SHARE UNIT (2015)	CE							1,575 <u>(2)</u>	D		
PERFORMAN SHARE UNIT (2016)	CE							1,030 (3)	D		

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Date Expiration		Number		
						Exercisable Date			of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Conrad Nicholas C
PO BOX 119
WAUMEE, OH 43537
VP Finance & Treasurer

## **Signatures**

Nicholas C. 02/20/2014 Conrad

\*\*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) Sale of Shares no filing made at that date.
- (2) 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 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.

Reporting Owners 2

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