

ANDERSONS INC
Form 4
February 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
02/26/2014

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)

VP,Corp.Relations/BusinessAnal

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 (D) Price | | | |
| COMMON STOCK | 02/26/2014 | | J ⁽¹⁾ | 873 A \$ 59.45 | 7,216.55 | D | |
| COMMON STOCK | 02/26/2014 | | F | 329 D \$ 59.45 | 6,887.55 | D | |
| COMMON STOCK | 02/26/2014 | | J ⁽¹⁾ | 386 A \$ 59.45 | 898.344 | I | Held by Spouse |
| COMMON STOCK | 02/26/2014 | | F | 146 D \$ 59.45 | 752.344 | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (2014) | 02/26/2014 | | J ⁽²⁾ | 18 A \$ 0 | 873 | D | |

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| | | | | | | | | |
|-------------------------------------|------------|------------------|------|---|------|-----------------------|---|-------------------|
| PERFORMANCE SHARE UNIT (2014) | 02/26/2014 | J ⁽³⁾ | 873 | D | \$ 0 | 0 | D | |
| PERFORMANCE SHARE UNIT (2014) | 02/26/2014 | J ⁽²⁾ | 2.35 | A | \$ 0 | 386 | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (2014) | 02/26/2014 | J ⁽³⁾ | 386 | D | \$ 0 | 0 | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (2015) | | | | | | 480.98 ⁽⁴⁾ | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (2015) | | | | | | 971 ⁽⁴⁾ | D | |
| PERFORMANCE SHARE UNIT (2016) | | | | | | 285 ⁽⁵⁾ | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (2016) | | | | | | 645 ⁽⁵⁾ | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. 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 S. Sparks, by: Mary J. Schroeder, Limited Power of Attorney

02/27/2014

**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) Shares received from vesting of PSU (Performance Share Unit). Agreement allows 75 days from performance end date to issue shares.
- (2) The Dividend Equivalent is more than the amount of PSU vesting.
- (3) PSU Vested.
- (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.
Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from
- (5) 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.

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