ANDERSONS INC

Form 4

February 28, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

OMB APPROVAL

OMB Number: 3235-0287

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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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

SHARE UNIT

(2016)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Conrad Nicholas C			2. Issuer Name and Ticker or Trading Symbol ANDERSONS INC. (ANDER)				5. Relationship of Reporting Person(s) to Issuer					
			ANDERSONS INC [ANDE]				(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			100						
PO BOX 119			(Month/Day/Year) 02/27/2014				Director 10% OwnerX Officer (give title Other (specify below) VP Finance & Treasurer					
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
			Filed(Month/Day/Ye	Filed(Month/Day/Year)				Applicable Line)				
							X Form filed by One Reporting Person Form filed by More than One Reporting					
MAUMEE, OH 43537							Person					
(City)	(State)	(Zip)	Table I - Non	-Derivativ	ve Securiti	es Aco	quired, D	isposed of, or Be	eneficially Ov	wned		
1.Title of Security (Instr. 3)	•		2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Ad Transaction(A) or Disposed Code (Instr. 3, 4 and (Instr. 8) (A) or Code V Amount (D)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature Ownership Form: Benefici Direct (D) Ownersh or Indirect (Instr. 4) (Instr. 4)			
COMMON STOCK	02/2	7/2014		S	700	D	\$ 54.49	9,986.409	D			
PERFORMANC SHARE UNIT (2015)	CE							2,363 (1)	D			
PERFORMANC	Œ											

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 (9-02)

 $1,545^{(2)}$

D

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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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
						Date Exercisable	Expiration Date	Title N			
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Signatures

Nicholas C. Conrad, by: Mary J. Schroeder, Limited Power of Attorney 02/28/2014

**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) 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 (2) 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. 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.

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