Andersons, Inc. Form 4 February 12, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

2,475

2,950

D

D

Expires:

1(b).

(Print or Type Responses)

PERFORMANCE SHARE UNIT

PERFORMANCE SHARE UNIT

(2016)

(2017)

| 1. Name and Address of Reporting Person * Burchinow Naran Uchur | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|-------------------------|------------------|-----------------------|--|---------------------------------|------|---------------------------------------|--|--|-------------------------|---------------------|-------------------------|--|
| | | | | Andersons, Inc | Andersons, Inc. [ANDE] | | | | (Check all applicable) | | | | |
| (Last) | (Last) (First) (Middle) | | | | 3. Date of Earliest Transaction | | | | | | | | |
| D O DOV 110 | | | (Month/Day/Year) | | | | | Director 10% Owner X_ Officer (give title Other (specify | | | | | |
| P O BOX 119 | | | | 02/10/2015 | | | | | below) | 1 | below) | · | |
| | | | | | | | | VP General Counsel & Secretary | | | | | |
| (Street) | | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Month/Day/Year) | | | | | Applicable Line) _X_Form filed by One Reporting Person | | | | | |
| MAUMEE, OH 43537 | | | | | | | Form filed by More than One Reporting | | | | | | |
| MAUMEE, OH 45357 | | | Per | | | | Person | on | | | | | |
| (City) | (Sta | te) | (Zip) | Table I - Non | -Deriva | ativ | e Securitie | s Acq | uired, l | Disposed of, or I | Beneficially (| Owned | |
| 1.Title of Security 2. Transaction Date (Instr. 3) (Month/Day/Year) | | 2A. Deemed | 3. | 4. Securities Acquire | | | quired | 5. Amount of | 6. | 7. Nature | | | |
| | | (Month/Day/Year) | | Execution Date, if | Transaction(A) or Disposed | | | | lof | Securities | Ownership | of Indirect | |
| | | | | any (Month/Day/Year) | Code (Instr. | 8) | (D) (Instr. 3, 4 | and 5 | 5) | Beneficially Owned | Form: Direct (D) | Beneficial Ownership | |
| | | | | (· · · · · · · · · · · · · · · · · · · | | | | | , | Following | or Indirect | (Instr. 4) | |
| | | | | | | | | (A) | | Reported Transaction(s) | (I) (Instr. 4) | | |
| | | | | | G 1 | • • | | or | ъ. | (Instr. 3 and 4) | (111511.4) | | |
| PERFORMAN | JCF | | | | Code | V | Amount | (D) | Price | | | | |
| SHARE UNIT | | 02/10 | /2015 | | J (1) | | 84.191 | A | \$ 0 | 3,257.191 | D | | |
| (2015) | | 02/10 | 72013 | | <i>_</i> | | 01.171 | 11 | ΨΟ | 3,237.171 | D | | |
| COMMON | | | | | | | | | | 18,040 | D | | |
| STOCK | | | | | | | | | | 10,040 | 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)

STOCK

De Sec (In

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 Exercis | sable and | 7. Title and Amount of | | 8 |
|------------|-----------|-------------|---------------------|--------------------|-------------------|------------|-----------------------|--------------------|------------------------|--|---|
| De | erivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Dat | e | Underlying Securities | | J |
| Se | curity | or Exercise | | any | Code | of | (Month/Day/Y | ear) | (Instr. 3 and 4) | | |
| (Instr. 3) | | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | | | (|
| , | | Derivative | | | | Securities | | | | | |
| | | Security | | | | Acquired | | | | | |
| | | | | | | (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | ¬, and 5) | | | | | |
| | | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | (11) | | | | Situ es | |
| S | OSAR | \$ 21.83 | | | | | 03/01/2011 | 04/01/2015 | COMMON | 4,950 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burchinow Naran Uchur P O BOX 119 MAUMEE, OH 43537

VP General Counsel & Secretary

Signatures

Naran Burchinow, by Mary Schroeder, Limited Power of Attorney

02/12/2015

**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) Divident equivalent received.

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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