Andersons, Inc. Form 4 March 03, 2015

#### FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or 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. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

ANDERSON DANIEL T

1. Name and Address of Reporting Person \*

			Andersons, Inc. [ANDE]				(Check all applicable)				
(Last) (First) (Middle) 480 W DUSSEL DR			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2015				Director 10% Owner Y Officer (give title Other (specify below) President, Retail				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MAUMEE, OH 43537							Form filed by More than One Reporting Person				
(City)	(Sta	te)	(Zip)	Table I - Non	-Derivativ	e Securiti	es Aco	quired,	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. Securi onAcquirec Disposed (Instr. 3,	d (A) of (E) 4 and (A) or	))	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)
COMMON STOCK	03/02/2015			A	1,571	A	\$0	259,092	D		
PERFORMAN SHARE UNIT (2018)		03/02/2	2015		A	3,142	A	\$0	3,142 (1)	D	
COMMON STOCK									26,179.46	I	HELD BY RICHARD P. ANDERSON LLC
COMMON STOCK									20,373.25	I	LYNN ANDERSON,

			SPOUSE, HELD BY RICHARD P. ANDERSON LLC Helen Anderson,
COMMON STOCK	1,422.62	I	child, shares held by Richard P Anderson LLC
COMMON STOCK	1,422.62	I	Dick Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	108,320.24	I	The Daniel T. Anderson Irrevocable Family Trust
COMMON STOCK	1,422.62	I	Walt Anderson, Child, shares held by Richard P Anderson LLC
PERFORMANCE SHARE UNIT (2016)	2,475 <u>(2)</u>	D	
PERFORMANCE SHARE UNIT (2017)	2,570 (1)	D	
Reminder: Report on a separate line for each class of securities benefi	cially owned directly or indirectly.		
	on of e not ol	SEC 1474 (9-02)	

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 Exercisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year) Execution Date, if Tr		TransactionNumber		Expiration Date	Underlying Securities	]
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		(
	Derivative				Securities	S		

number.

De Sec (In Edgar Filing: Andersons, Inc. - Form 4

Security Acquired
(A) or

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Date Expir Exercisable Date

Expiration '

Title Amount

or Number

of Shares

SOSAR \$ 21.83

03/01/2011 04/01/2015

COMMON STOCK

6,450

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ANDERSON DANIEL T 480 W DUSSEL DR MAUMEE, OH 43537

President, Retail

## **Signatures**

Daniel Andersons, by Mary Schroeder, Limited Power of Attorney

03/03/2015

\*\*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) 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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