ANDERSON DANIEL T
Form 4
February 28, 2012

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON DANIEL T

(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)
02/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Retail

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| COMMON STOCK | 02/24/2012 | | G | | 105 | D | $ 45.24 | 12,341.43 | I | HELD BY RICHARD P. ANDERSON LLC |
| COMMON STOCK | 02/24/2012 | | G | | 119 | D | $ 45.24 | 13,855.41 | I | LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON LLC |
| | 02/24/2012 | | G | | 10 | D | | 1,348.94 | I | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| COMMON STOCK | | | | | | $ 45.24 | | | Fran Anderson, child, shares held by Richard P Anderson LLC |
| COMMON STOCK | 02/24/2012 | | G | 10 | D | $ 45.24 | 1,348.94 | I | Walt Anderson, Child, shares held by Richard P Anderson LLC |
| COMMON STOCK | 02/24/2012 | | G | 10 | D | $ 45.24 | 1,348.94 | I | Helen Anderson, child, shares held by Richard P Anderson LLC |
| COMMON STOCK | 02/24/2012 | | G | 10 | D | $ 45.24 | 1,348.94 | I | Dick Anderson, child, shares held by Richard P Anderson LLC |
| COMMON STOCK | | | | | | | 243,769 | D | |
| PERFORMANCE SHARE UNIT | | | | | | | 2,450 (1) | D | |
| PERFORMANCE SHARE UNIT | | | | | | | 4,000 (1) | D | |
| PERFORMANCE SHARE UNIT (2014) | | | | | | | 2,100 (1) | 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.**

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De Sec (In |
|---|---|---|---|---|---|---|---|---|

| | Derivative Security | | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SOSAR | $ 46.26 | | | | | | 03/01/2009 | 04/01/2013 | COMMON STOCK | 3,400 |
| SOSAR | $ 11.02 | | | | | | 03/02/2010 | 03/31/2014 | COMMON STOCK | 4,900 |
| SOSAR | $ 32.75 | | | | | | 03/01/2011 | 04/01/2015 | COMMON STOCK | 4,300 |
| SOSAR | $ 42.3 | | | | | | 03/01/2010 | 03/31/2012 | COMMON STOCK | 6,400 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ANDERSON DANIEL T<br>480 W DUSSEL DR<br>MAUMEE, OH 43537 | | | President, Retail | |

# Signatures

| Daniel Anderson, By: Mary J. Schroeder, Limited Power of Attorney | 02/27/2012 |
|---|---|
| **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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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