

ANDERSONS INC
Form 4
April 05, 2006

FORM 4

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

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).

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 *
REED HAROLD M

(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)
04/04/2006

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)
President, Grain Division

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 | 04/04/2006 | | M | 2,000 A \$ 10 | 24,043.399 | D | |
| COMMON STOCK | 04/04/2006 | | F | 802 D \$ 79.94 | 23,241.399 | D | |
| COMMON STOCK | | | | | 400 | I | IRA FBO HAROLD M. REED |
| COMMON STOCK | | | | | 394 | I | IRA FBO KELLEEN E. REED |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4) | |
|---|--|---|---|-----------------------------------|--|---|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| STOCK OPTION | \$ 10 | 04/04/2006 | | M | 2,000 | 01/01/2002 | 01/01/2007 | COMMON STOCK |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽¹⁾ | | | | | 12/31/2007 | 01/01/2008 | COMMON STOCK |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽²⁾ | | | | | 12/31/2008 | 01/01/2009 | COMMON STOCK |
| SOSAR | \$ 78.23 | | | | | 04/01/2009 | 04/01/2011 | COMMON STOCK |
| STOCK OPTION | \$ 12.7 | | | | | 01/01/2003 | 01/01/2008 | COMMON STOCK |
| STOCK OPTION | \$ 15.967 | | | | | 01/01/2004 | 01/01/2009 | COMMON STOCK |
| STOCK OPTION | \$ 31 | | | | | 04/01/2005 | 03/31/2010 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| REED HAROLD M 480 W DUSSEL DR MAUMEE, OH 43537 | President, Grain Division |

Signatures

Harold M. Reed, by: Gary Smith, Limited Power of Attorney

04/05/2006

__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).

Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
(1) 1/1/2005 to 12/31/2007. 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 3 years contingent on cumulative EPS from
(2) 1/1/2006 to 12/31/2008. 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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