

ANDERSONS INC  
Form 4  
November 24, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Waggoner Thomas Lowell

(Last) (First) (Middle)  
P O BOX 119  
  
(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)  
01/24/2006

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, Processing Group

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 (A) or Price (D)   |  |   |
| COMMON STOCK                    | 01/24/2006                           |  | J <sup>(1)</sup>               |   | 3.64 A \$ 45.96   | 1,900.64   | D   |
| COMMON STOCK                    | 04/25/2006                           |  | J <sup>(1)</sup>               |   | 1.74 A \$ 101.68  | 1,822.38   | D   |
| COMMON STOCK                    | 07/25/2006                           |  | J <sup>(1)</sup>               |   | 4.65 A \$ 36.7  | 3,644.03   | D   |
| COMMON STOCK                    | 10/24/2006                           |  | J <sup>(1)</sup>               |   | 4.53 A \$ 37.71   | 3,648.56   | D   |
| COMMON STOCK                    | 01/24/2007                           |  | J <sup>(1)</sup>               |   | 6.43 A \$ 39.6  | 5,212.99   | D   |

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|              |            |                     |       |   |          |          |   |
|--------------|------------|---------------------|-------|---|----------|----------|---|
| COMMON STOCK | 04/24/2007 | J <sup>(1)</sup>    | 4.11  | A | \$ 43.97 | 3,525.1  | D |
| COMMON STOCK | 06/28/2007 | J <sup>(1)(2)</sup> | 5.38  | A | \$ 0     | 3,530.48 | D |
| COMMON STOCK | 07/24/2007 | J <sup>(1)</sup>    | 3.73  | A | \$ 46.88 | 3,534.21 | D |
| COMMON STOCK | 10/23/2007 | J <sup>(1)</sup>    | 5.83  | A | \$ 48.94 | 3,540.04 | D |
| COMMON STOCK | 01/24/2008 | J <sup>(3)</sup>    | 10.35 | A | \$ 42.81 | 5,578.39 | D |
| COMMON STOCK | 04/23/2008 | J <sup>(3)</sup>    | 10.28 | A | \$ 43.16 | 5,588.67 | D |
| COMMON STOCK | 07/23/2008 | J <sup>(3)</sup>    | 12    | A | \$ 44.35 | 5,600.67 | D |
| COMMON STOCK | 10/22/2008 | J <sup>(3)</sup>    | 13.51 | A | \$ 32.75 | 5,070.18 | 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.**

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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|
| PERFORMANCE SHARE UNIT                     | \$ 0 <sup>(4)</sup>                                    |                                      |  |                                |   | Date Exercisable: 12/31/2008<br>Expiration Date: 01/01/2009 | COMMON STOCK  |
| PERFORMANCE SHARE UNIT                     | \$ 0 <sup>(5)</sup>                                    |                                      |  |                                |   | Date Exercisable: 12/31/2009<br>Expiration Date: 01/01/2010 | COMMON STOCK  |
| PERFORMANCE SHARE UNIT                     | \$ 0 <sup>(6)</sup>                                    |                                      |  |                                |   | Date Exercisable: 12/31/2010<br>Expiration Date: 01/01/2011 | COMMON STOCK  |

|              |           |            |            |              |
|--------------|-----------|------------|------------|--------------|
| SOSAR        | \$ 39.115 | 04/01/2009 | 04/01/2011 | COMMON STOCK |
| SOSAR        | \$ 46.26  | 03/01/2009 | 04/01/2013 | COMMON STOCK |
| SOSAR        | \$ 42.08  | 03/01/2010 | 03/31/2012 | COMMON STOCK |
| STOCK OPTION | \$ 7.9835 | 01/01/2004 | 01/01/2009 | COMMON STOCK |
| STOCK OPTION | \$ 15.5   | 04/01/2005 | 03/31/2010 | COMMON STOCK |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Waggoner Thomas Lowell<br>P O BOX 119<br>MAUMEE, OH 43537 |               |           | President, Processing Group |       |

## Signatures

Thomas L Waggoner, by: Mary Schroeder, Limited Power of Attorney 11/24/2008

\*\*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) Reinvestment of dividend - No form filed at that time.
- (2) Represents shares received following a 2-for-1 stock split on June 28, 2006
- (3) Reinvestment of dividend
  - Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (4) 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.
  - Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (5) 1/1/2007 to 12/31/2009. 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
- (6) 1/1/2008 to 12/31/2010. 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. 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.