

ANDERSON MICHAEL J
Form 4
March 03, 2010

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 *
ANDERSON MICHAEL J

(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)
03/01/2010

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)
Chairman, President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| PERFORMANCE SHARE UNIT | 03/01/2010 | | J ⁽¹⁾ | 12,000 A | \$ 0 (2) 12,000 | D | |
| PERFORMANCE SHARE UNIT | 03/01/2010 | | J ⁽¹⁾ | 17,700 A | \$ 0 (2) 17,700 | D | |
| PERFORMANCE SHARE UNIT | 03/01/2010 | | A | 12,600 A | \$ 0 (2) 12,600 | D | |
| COMMON STOCK | | | | | 220,369.063 | D | |
| COMMON STOCK | | | | | 100,092 | I | Mrs. Carol H. Anderson-spous |

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| SOSAR | \$ 32.75 | 03/01/2009 | | A | 18,100 | 03/01/2011 ⁽³⁾ | 04/01/2015 | CC S |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽²⁾ | 03/01/2010 | | J ⁽⁴⁾ | 12,000 | 12/31/2010 | 01/01/2011 | CC S |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽²⁾ | 03/01/2010 | | J ⁽⁴⁾ | 17,700 | 12/31/2011 | 01/01/2012 | CC S |
| SOSAR | \$ 11.02 | | | | | 03/02/2010 | 03/31/2014 | CC S |
| SOSAR | \$ 46.26 | | | | | 03/01/2009 | 04/01/2013 | CC S |
| SOSAR | \$ 42.08 | | | | | 03/01/2010 | 03/31/2012 | CC S |
| SOSAR | \$ 39.115 | | | | | 04/01/2009 | 04/01/2011 | CC S |
| STOCK OPTION | \$ 5 | | | | | 01/01/2002 | 01/01/2012 | CC S |
| STOCK OPTION | \$ 15.5 | | | | | 04/01/2005 | 03/31/2010 | CC S |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON MICHAEL J 480 W DUSSEL DR MAUMEE, OH 43537 | X | | Chairman, President and CEO | |

Signatures

Michael J. Anderson, by: Mary J. Schroeder, Limited Power of Attorney

03/03/2010

__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) Previously reported as derivative holding.
- (2) 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.
- (3) SOSAR vests 1/3 after 1 year; 2/3 after 2 years; and 100% after 3 years.
- (4) Will now be reported on Table I Non-Derivative Security

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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