Conrad Nicholas C Form 4 March 08, 2012

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * Conrad Nicholas C

(Street)

PO BOX 119

(2014)

(Last)

(First) (Middle)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading Symbol

ANDERSONS INC [ANDE]

3. Date of Earliest Transaction (Month/Day/Year) 03/06/2012

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

VP Finance & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MAUMEE, OH 43537

(City)	(State	e) (Zip)	Table I - Non	-Derivativ	e Securiti	es Acq	quired, D	isposed of, or Be	neficially Ow	vned
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			d of (D)	Beneficially Fo	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
COMMON STOCK		03/06/2012		M	733	A	\$ 32.75	7,399.904	D	
COMMON STOCK		03/06/2012		F	612	D	\$ 43.28	6,787.904	D	
COMMON STOCK		03/06/2012		M	523	A	\$ 11.02	7,310.904	D	
COMMON STOCK		03/06/2012		F	256	D	\$ 43.72	7,054.904	D	
PERFORMANO SHARE UNIT	CE							1,440 <u>(1)</u>	D	

PERFORMANCE SHARE UNIT

1,530 (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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR	\$ 11.02	03/06/2012		M		523	03/02/2010	03/31/2014	COMMON STOCK	523
SOSAR	\$ 32.75	03/06/2012		M		733	03/01/2011	04/01/2015	COMMON STOCK	733
SOSAR	\$ 46.26						03/01/2009	04/01/2013	COMMON STOCK	1,100

Reporting Owners

Reporting Owner Name / Address	Relationships							
F • · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
Conrad Nicholas C PO BOX 119 MAUMEE, OH 43537			VP Finance & Treasurer					

Signatures

Nicholas C. Conrad, By: Mary J. Schroeder, Limited Power Of
Attorney

**Signature of Reporting Person

Date

Reporting Owners 2

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. 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.