Burchinow Naran Uchur Form 4 March 28, 2012

FORM 4

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

OMB 3235-0287 Number: January 31,

Expires:

OMB APPROVAL

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

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

2005 Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add Burchinow Na	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ANDERSONS INC [ANDE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
P O BOX 119			(Month/Day/Year) 03/27/2012	Director 10% Owner _X_ Officer (give title Other (specify below) VP General Counsel & Secretary		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAUMEE, O	Н 43537		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Table I. Non Dominatine Committies A.	Person Quired, Disposed of, or Beneficially Owne		

Table I - Non-Derivative	Securities Acq	mired. Disposed	of, or	r Beneficially	Owned
	occurred fact	lan cat Disbosco	. 01, 0	i Denencian y	Owncu

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
COMMON STOCK	03/27/2012		M	2,800	A	\$ 42.3	11,280	D	
COMMON STOCK	03/27/2012		F	2,567	D	\$ 48.17	8,713	D	
PERFORMANCE SHARE UNIT							2,320 (1)	D	
PERFORMANCE SHARE UNIT (2014)							2,320 (1)	D	
PERFORMANCE SHARE UNIT							2,115 <u>(1)</u>	D	

(2015)

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. Transactio Code (Instr. 8)	5. Number of Derivation Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ve Expiratio (Month/I	xercisable and n Date Day/Year)	7. Title and An Underlying Se (Instr. 3 and 4)	curities
				Code V	(A) (D	Date Exercisal	Expiratio ole Date	n Title	Amount or Number of Shares
SOSAR	\$ 42.3	03/27/2012		M	2,80	0 03/01/2	010 03/31/2	012 COMMON STOCK	2,800
SOSAR	\$ 32.75					03/01/2	011 04/01/2	015 COMMON STOCK	3,300
SOSAR	\$ 11.02					03/02/2	010 03/31/2	014 COMMON STOCK	3,266
SOSAR	\$ 46.26					03/01/2	.009 04/01/2	013 COMMON STOCK	3,750

Reporting Owners

	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Burchinow Naran Uchur

P O BOX 119 VP General Counsel & Secretary

MAUMEE, OH 43537

Signatures

Naran Burchinow, By: Mary J. Schroeder, Limited Power of Attorney 03/27/2012

**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.