

McKinstry Neill C  
 Form 5  
 February 08, 2013

**FORM 5**

OMB APPROVAL

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

OMB Number: 3235-0362  
 Expires: January 31, 2005  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 McKinstry Neill C

2. Issuer Name and Ticker or Trading Symbol  
 ANDERSONS INC [ANDE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

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

President, Ethanol Group

P O BOX 119

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MAUMEE, OH 43537

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 (A) or Price (D)	6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	01/24/2012	^	J4(1)	5.16 A	\$ 43.11	27,482.516 D	^
COMMON STOCK	04/23/2012	^	J4(1)	9.362 A	\$ 48.84	29,424.16 D	^
COMMON STOCK	07/23/2012	^	J4(1)	12.477 A	\$ 36.64	29,440.566 D	^
COMMON STOCK	10/22/2012	^	J4(1)	12.323 A	\$ 37.1	29,455.394 D	^

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COMMON STOCK	01/24/2012	Â	J4 <sup>(1)</sup>	5.33	A	\$ 42.91	1,562.74	I	Held by Spouse
COMMON STOCK	04/23/2012	Â	J4 <sup>(1)</sup>	4.65	A	\$ 49.4	1,567.39	I	Held by Spouse
COMMON STOCK	07/23/2012	Â	J4 <sup>(1)</sup>	6.1	A	\$ 38.49	1,573.49	I	Held by Spouse
COMMON STOCK	10/23/2012	Â	J4 <sup>(1)</sup>	6.14	A	\$ 37.69	1,579.63	I	Held by Spouse
PERFORMANCE SHARE UNIT (2014)	Â	Â	Â	Â	Â	Â	1,416 <sup>(2)</sup>	D	Â
PERFORMANCE SHARE UNIT (2015)	Â	Â	Â	Â	Â	Â	2,470 <sup>(2)</sup>	D	Â

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

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**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
SOSAR	\$ 46.26	Â	Â	Â	Â	Â	03/01/2009	04/01/2013	COMMON STOCK	2,750
SOSAR	\$ 11.02	Â	Â	Â	Â	Â	03/02/2010	03/31/2014	COMMON STOCK	3,200
SOSAR	\$ 32.75	Â	Â	Â	Â	Â	03/01/2011	04/01/2015	COMMON STOCK	2,225

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

McKinstry Neill C  
P O BOX 119  
MAUMEE, OH 43537

^ ^ ^ President, Ethanol Group ^

## Signatures

Neill McKinstry, By: Mary J. Schroeder, Limited Power of Attorney

02/08/2013

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) 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 provided 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.