ANDERSONS INC Form 4 July 26, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

1,585.08

1,416 (2)

 $2,470^{(2)}$

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D

D

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

COMMON

PERFORMANCE SHARE UNIT

PERFORMANCE SHARE UNIT

STOCK

(2014)

(2015)

(Print or Type Responses)

1. Name and Address of Reporting Person *

McKinstray Ne	ill C	Symbol		Issuer	
		ANDERSONS	INC [ANDE]	(Check all ap	plicable)
(Last) POBOX 119	(First) (Middle)	3. Date of Earliest (Month/Day/Year) 07/22/2013		Director	10% Owner Other (specify low)
	(Street)	4. If Amendment,	Date Original	President, Etha 6. Individual or Joint/Gro	nol Group
MAUMEE, OF	I 43537	Filed(Month/Day/Y	(ear)	Applicable Line) _X_ Form filed by One Repo Form filed by More than Person	
(City)	(State) (Zip)	Table I - Nor	1-Derivative Securities Ac	quired, Disposed of, or Be	neficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities A Transaction(A) or Dispos Code (Instr. 3, 4 and (Instr. 8)	ed of (D) Securities 15) Beneficially Owned Following Reported	6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)
COMMON STOCK	07/22/2013		Code V Amount (D) $J_{\underline{(1)}} \qquad 4.703 A$	Price (Instr. 3 and 4) \$ 29,547.945	D

Held by

Spouse

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

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SEC 1474 (9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercise Expiration Date		7. Title and Am Underlying Sec	
Security (Instr. 3)	or Exercise Price of Derivative Security	(World Day Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y		(Instr. 3 and 4)	(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	3,200
SOSAR	\$ 32.75					03/01/2011	04/01/2015	COMMON STOCK	2,225

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting o wher runne, man ess	

Director 10% Owner Officer Other

McKinstray Neill C P O BOX 119 MAUMEE, OH 43537

President, Ethanol Group

Signatures

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

07/26/2013

**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
- (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.

Reporting Owners 2

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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. =2>

Second Amended and Restated Certificate of Incorporation of TAL International Group, Inc. (incorporated by reference from Exhibit 3.1 to TAL International Group, Inc.'s Form 10-K filed on March 20, 2006)

3.2

Amended and Restated Bylaws of TAL International Group, Inc. (incorporated by reference from Exhibit 3.2 to TAL International Group, Inc.'s Form 10-K filed on March 20, 2006)

4.1

Form of Common Stock Certificate (incorporated by reference from Exhibit 4.1 to Amendment No. 3 to TAL International Group, Inc.'s Form S-1 filed on October 5, 2005, file number 333-126317)

5.1

Opinion of Mayer Brown LLP as to the legality of the securities being registered**

23.1

Consent of Ernst & Young LLP**

23.2

Consent of Mayer Brown LLP (included in Exhibit 5.1)

24.1

Powers of Attorney (included on signature page to this registration statement)

*

To be filed by amendment or on Form 8-K and incorporated by reference herein.

**

Filed herewith.

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