

Andersons, Inc.
Form 4
June 21, 2016

FORM 4

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

OMB APPROVAL

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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).

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 *
Wolf William J

(Last) (First) (Middle)

P O BOX 119

(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)
10/22/2012

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)

President, Plant Nutrients Grp

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)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	01/24/2012		J(1)		48.6548	A	\$ 43.11
COMMON STOCK	04/23/2012		J(1)		49.6419	A	\$ 48.836
COMMON STOCK	07/23/2012		J(1)		66.3638	A	\$ 36.6429
COMMON STOCK	10/22/2012		J(1)		49.9094	A	\$ 37.1
COMMON STOCK	01/23/2013		J(1)		42.6471	A	\$ 46.4995

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COMMON STOCK	04/22/2013	<u>J</u> (1)	36.9081	A	\$ 52.2243	16,870.1751	D
COMMON STOCK	07/22/2013	<u>J</u> (1)	32.8313	A	\$ 58.889	16,903.0064	D
COMMON STOCK	08/28/2013	S	0.5848	D	\$ 66.31	16,902.4216	D
COMMON STOCK	10/22/2013	<u>J</u> (1)	7.6726	A	\$ 72.6116	17,985.0942	D
COMMON STOCK	01/23/2014	<u>J</u> (1)	6.7157	A	\$ 85.55	18,434.3129	D
COMMON STOCK	02/18/2014	<u>J</u> (2)	170.6723	A	\$ 0	18,604.9852	D
COMMON STOCK	04/22/2014	<u>J</u> (1)	10.6312	A	\$ 63.7266	31,428.3964	D
COMMON STOCK	07/22/2014	<u>J</u> (1)	12.0829	A	\$ 56.07	31,440.4793	D
COMMON STOCK	10/22/2014	<u>J</u> (1)	11.3463	A	\$ 59.7101	31,451.8256	D
COMMON STOCK	01/23/2015	<u>J</u> (1)	18.3883	A	\$ 46.8918	30,387.7339	D
COMMON STOCK	04/22/2015	<u>J</u> (1)	4.9596	A	\$ 42.5	35,575.6935	D
COMMON STOCK	07/22/2015	<u>J</u> (1)	5.8642	A	\$ 36.24	35,581.5577	D
COMMON STOCK	10/22/2015	<u>J</u> (1)	5.9105	A	\$ 35.9566	35,587.4682	D
COMMON STOCK	01/25/2016	<u>J</u> (1)	8.8192	A	\$ 26.6794	35,414.1474	D
COMMON STOCK	04/22/2016	<u>J</u> (1)	2.2609	A	\$ 33.6633	39,053.4083	D
PERFORMANCE SHARE UNIT (2017)						2,950 ⁽³⁾	D
PERFORMANCE SHARE UNIT (2018)						4,416 ⁽³⁾	D
PERFORMANCE SHARE UNIT (EPS) (2019)						3,636 ⁽³⁾	D
PERFORMANCE SHARE UNIT (TSR) (2019)						3,636 ⁽⁴⁾	D

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf William J P O BOX 119 MAUMEE, OH 43537			President, Plant Nutrients Grp	

Signatures

William J. Wolf 06/21/2016

__Signature of Date
Reporting Person

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) Shares received as a result of a 3-for-2 stock split on February 18, 2014. No form filed at that time.
- (3) 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.
- (4) Stock performance unit (TSR) granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on the Company's annualized total shareholder return. Number of underlying shares are based upon the level of satisfaction of the total shareholder return 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.

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