#### Edgar Filing: Andersons, Inc. - Form 4

Andersons, Inc. Form 4											
December 12, 2016	5										
FORM 4									MB APPRO	OVAL	
<b>LUNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549						ISSION	OME Num		35-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES to Section 16(a) of the Securities Exchange Act of 1934,						Estin burd	xpires: January 31, 2005 stimated average urden hours per esponse 0.5		
obligations may continue. See Instruction 1(b).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 Address of Granato John J	2. Issuer Name and Ticker or Trading5. ISymbolIssuerAndersons, Inc. [ANDE]					elationship of Reporting Person(s) to er					
(Lest) (E	rst) (Middle)						(Check	k all applicable)			
(Last) (Fi	3. Date of Earliest Transaction (Month/Day/Year) [					Director 10% Owner					
						· · · · · · · · · · · · · · · · · · ·	cify				
(Sti	reet)	4. If Amendment,	Date Origin	al		6. Indiv	idual or Joir	nt/Gro	up Filing(Che	eck	
	• • • •					ble Line) rm filed by One Reporting Person					
MAUMEE, OH 43	3537	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						g			
(City) (St	ate) (Zip)	Table I - Non	-Derivativ	e Securiti	es Aco	quired, D	isposed of,	or Be	neficially Ov	vned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount Securities Beneficial Owned Following Reported Transactio	ly on(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 ar	nd 4)			
COMMON STOCK	11/18/2016		J <u>(1)</u>	4.91	А	\$ 39.48	18,345.5	13	D		
COMMON STOCK	11/25/2016		J <u>(1)</u>	4.838	А	\$ 40.07	18,350.3	51	D		
PERFORMANCE SHARE UNIT (2017)							4,000 <u>(2)</u>		D		
PERFORMANCE SHARE UNIT (2018)							6,758 <u>(2)</u>		D		
							6,658 <u>(2)</u>		D		

	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 controlSEC 1474 (9-02)	
(TSR) (2019) Reminder: Report on a separate line for each class of securities bene	ficially owned directly or indirectly.	
PERFORMANCE SHARE UNIT (TSR) (2010)	6,658 <u>(3)</u> D	
PERFORMANCE SHARE UNIT (EPS) (2019)		

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
Derivative				Securities			(Instr. 3	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	or Number of		
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)DerivativeVersion	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise Price of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date of Date Expiration Date of Date Expiration Date of Date Expiration Date of Date Date Expiration Date of Date Date Date Date Date Date Date Date	Conversion       (Month/Day/Year)       Execution Date, if any       TransactionNumber       Expiration Date       Amount on the conversion of the conve	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code ofExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 8)Derivative Security(Month/Day/Year)(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Amount Of Underlying Securities Securities Of Of Disposed of (D) (Instr. 3, d, and 5)Amount Of Securities Securities Securities Of Of Of Disposed of (D) (Instr. 3, d, and 5)Amount Securities Securities Securities Securities Securities Securities SecuritiesAmount Of Securities Securities Securities Securities Securities Securities SecuritiesAmount Of Securities 	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber of of (Instr. 8)Expiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 5)Derivative Securities (Month/Day/Year)Derivative Securities (Instr. 6)Amount of Underlying (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying (Instr. 5)Derivative Securities (Instr. 6)Derivative Securities (Instr. 6)Derivative Securities (Instr. 6)Direconditional conditionalityDire

### **Reporting Owners**

Reporting Owner Name / Address		Relationsh			
1	Director	10% Owner	Officer	Other	
Granato John J 480 W. DUSSEL DRIVE MAUMEE, OH 43537			CFO		
Signatures					
John Granato, by: Mary Schrod Attorney	eder, Limi	ited Power o	f		12/12/2016
**Signature of Rep	orting 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) Acquisition pursuant to Rule 16b-3(c)

(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.

Stock performance unit (TSR) granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on the Company's appualized total charabelder rature. Number of underlying characteristic and the lovel of satisfaction of the total charabelder rature.

(3) 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. 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.