ANDERSON MICHAEL J

Form 4 May 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

(Print or Type Responses)

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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).

(2014)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ANDERSON MICHAEL J Issuer Symbol ANDERSONS INC [ANDE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 480 W DUSSEL DR 04/25/2011 below) Chairman, President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MAUMEE, OH 43537 (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. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed of		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of India Beneficial Owne (Instr. 4)
			Code V	Amount	(A) or (D) I	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
COMMON STOCK	04/25/2011		<u>J(1)</u>	55.043	A \$ 49	9.08	218,156.084	D	
COMMON STOCK							100,092	I	Mrs. Carol H. Anderson-spo
PERFORMANCE SHARE UNIT							17,700 (2)	D	
PERFORMANCE SHARE UNIT							12,600 (2)	D	
PERFORMANCE SHARE UNIT							15,740 <u>(2)</u>	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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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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SOSAR	\$ 32.75					03/01/2011	04/01/2015	COMMON STOCK	18,100	
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	23,600	
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	20,000	
SOSAR	\$ 42.08					03/01/2010	03/31/2012	COMMON STOCK	25,700	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher rune / runress	Director	10% Owner	Officer	Other			
ANDERSON MICHAEL J 480 W DUSSEL DR MAUMEE, OH 43537	X		Chairman, President and CEO				

Signatures

Michael J. Anderson, By: Mary J. Schroeder, Limited Power of Attorney 05/04/2011

**Signature of Reporting Person Date

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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.

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.