

Andersons, Inc.  
Form 4  
November 19, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Granato John J

(Last) (First) (Middle)  
480 W. DUSSEL DRIVE  
(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)  
10/03/2014

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)  
CFO

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                    | 10/03/2014                           |  | J <sup>(1)</sup>               |   | 2.647   | A  | \$ 59.46  | 7,257.539            | D |
| COMMON STOCK                    | 10/17/2014                           |  | J <sup>(1)</sup>               |   | 0.821   | A  | \$ 58.49  | 7,258.36             | D |
| COMMON STOCK                    | 10/22/2014                           |  | J <sup>(1)</sup>               |   | 0.841   | A  | \$ 60.64  | 7,259.201            | D |
| PERFORMANCE SHARE UNIT (2015)   |                                      |  |                                |   |   |  |   | 4,167 <sup>(2)</sup> | D |
| PERFORMANCE SHARE UNIT          |                                      |  |                                |   |   |  |   | 3,330 <sup>(3)</sup> | D |



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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.

- (3) Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from 10/01/2013 to 12/31/2015. Number of underlying shares are determined by the twenty-seven months 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.

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