

ADDIS DENNIS J
Form 4
March 14, 2012

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 *
ADDIS DENNIS J

2. Issuer Name and Ticker or Trading Symbol
ANDERSONS INC [ANDE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
480 W DUSSEL DR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Grain Group

MAUMEE, OH 43537

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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 | 03/01/2012 | | A | | 2,525 | A | \$ 0 | 31,666.888 | I | Held by Trust |
| COMMON STOCK | 03/12/2012 | | F | | 416 | D | \$ 43.66 | 31,250.888 | I | Held by Trust |
| COMMON STOCK | 03/12/2012 | | J ⁽¹⁾ | | 1,277 | A | \$ 43.66 | 32,527.888 | I | Held by Trust |
| PERFORMANCE SHARE UNIT | 03/12/2012 | | J ⁽²⁾ | | 1,277 | D | \$ 0 | 1,823 ⁽²⁾ | D | |
| PERFORMANCE SHARE UNIT (2015) | 03/01/2012 | | A | | 4,045 | A | \$ 0 | 4,045 ⁽³⁾ | D | |

| | | | |
|-------------------------------|----------------------|---|---------------------------------|
| COMMON STOCK | 700.864 | I | Jonathon Addis, T. Addis, Cust. |
| PERFORMANCE SHARE UNIT | 3,300 ⁽³⁾ | D | |
| PERFORMANCE SHARE UNIT (2014) | 3,670 ⁽³⁾ | D | |

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

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 control number. 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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| SOSAR | \$ 32.75 | | | | | 03/01/2011 04/01/2015 | COMMON STOCK | 4,700 |
| SOSAR | \$ 11.02 | | | | | 03/02/2010 03/31/2014 | COMMON STOCK | 2,933 |
| SOSAR | \$ 46.26 | | | | | 03/01/2009 04/01/2013 | COMMON STOCK | 6,000 |
| SOSAR | \$ 42.3 | | | | | 03/01/2010 03/31/2012 | COMMON STOCK | 7,770 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

ADDIS DENNIS J
480 W DUSSEL DR
MAUMEE, OH 43537

President, Grain Group

Signatures

Denny Addis, By: Mary J. Schroeder, Limited Power of
Attorney

03/14/2012

__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) Shares received from vesting of PSU (Performance Share Unit). Agreement allows 75 days from performance end date to issue shares.
- (2) PSU vested. Less than full value received and balance cancelled.
- (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.

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