

ANDERSONS INC  
Form 4  
February 21, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Sparks Tamara Sue

(Last) (First) (Middle)  
480 W DUSSEL DR.  
(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)  
02/19/2014

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)  
VP,Corp.Relations/BusinessAnal

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	02/19/2014		J <sup>(1)</sup>		2,114.52	A	\$ 0	6,343.55	D	
COMMON STOCK	02/19/2014		J <sup>(1)</sup>		170.78	A	\$ 0	512.344	I	Held by Spouse
PERFORMANCE SHARE UNIT (2014)	02/19/2014		J <sup>(2)</sup>		285	A	\$ 0	855 <sup>(3)</sup>	D	
PERFORMANCE SHARE UNIT (2014)	02/19/2014		J <sup>(2)</sup>		128	A	\$ 0	383.65 <sup>(3)</sup>	I	Held by Spouse
	02/19/2014		J <sup>(2)</sup>		160	A	\$ 0	480.98 <sup>(3)</sup>	I	

PERFORMANCE SHARE UNIT (2015)									Held by Spouse
PERFORMANCE SHARE UNIT (2015)	02/19/2014		J <sup>(2)</sup>	324	A	\$ 0	971 <sup>(3)</sup>	D	
PERFORMANCE SHARE UNIT (2016)	02/19/2014		J <sup>(2)</sup>	95	A	\$ 0	285 <sup>(4)</sup>	I	Held by Spouse
PERFORMANCE SHARE UNIT (2016)	02/19/2014		J <sup>(2)</sup>	215	A	\$ 0	645 <sup>(4)</sup>	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.**

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
SOSAR	\$ 21.83	02/19/2014		J <sup>(5)</sup>	425	03/01/2011	04/01/2015	COMMON STOCK	425
SOSAR	\$ 21.83	02/19/2014		J <sup>(5)</sup>	193	03/01/2011	04/01/2015	COMMON STOCK	192.5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sparks Tamara Sue 480 W DUSSEL DR.			VP,Corp.Relations/BusinessAnal	

MAUMEE, OH 43537

## Signatures

Tamara S. Sparks, by: Mary J. Schroeder, Limited Power of Attorney

02/21/2014

\_\_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) Represents shares received following a 3-for-2 stock split on February 18, 2014
- (2) As a result of 3-for-2 stock split on February 18, 2014, PSUs have increased as noted.
- (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.  
Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from
- (4) 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.
- (5) As a result of a 3-for-2 stock split on February 18, 2014, the option shares have increased as noted and the exercise price has been adjusted.

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.