ANDERSON MICHAEL J

Form 4

December 02, 2005 **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 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 12/02/2005 below) 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 4. Securities Acquired 5. Amount of 2. Transaction Date 2A. Deemed 7. Nature of Indirect or A) or Disposed of (D) (Month/Day/Vear) Execution Data if

Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Beneficial Ownership	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)		Beneficially	Form:	(Instr. 4)	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	,
		(Wionali Day Tear)	(IIIsti. 0)					` ′	
							Following	or Indirect	
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Insure und 1)		
COMMON STOCK	12/02/2005		F	2,404	D	\$ 41.28	84,430.616	D	
510011						.1.20			
COMMON									
	12/02/2005		M	5,000	Α	\$ 10	89,430.616	D	
STOCK									
GOV (1) (O) (
COMMON							51,546	I	Mrs. Carol H.
STOCK							31,340	1	Anderson-spouse
510011									randersen spedise
									Laura J.
COMMON							6.000	~	
STOCK							6,982	I	Anderson,
STOCK									UGMA
									COMIT
COMMON							6.982	T	Colin I
							0,702	_	
STOCK									Anderson,
COMMON STOCK							6,982	I	Colin J. Anderson,

UGMA

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transac Code (Instr. 8	Sec (A) Dis (D)	or posed of str. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title
STOCK OPTION	\$ 10	12/02/2005		M		5,000	01/01/2002	01/01/2007	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 (1)						12/31/2007	01/01/2008	COMMON STOCK
STOCK OPTION	\$ 8.875						01/02/1997	01/02/2007	COMMON STOCK
STOCK OPTION	\$ 8.875						01/01/1998	01/01/2008	COMMON STOCK
STOCK OPTION	\$ 10						01/01/2002	01/01/2012	COMMON STOCK
STOCK OPTION	\$ 12.7						01/01/2003	01/01/2008	COMMON STOCK
STOCK OPTION	\$ 15.967						01/01/2004	01/01/2009	COMMON STOCK
STOCK OPTION	\$ 31						04/01/2005	03/31/2010	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships s						
• 0	Director	10% Owner	Officer	Other			
	X		President and CEO				

2 Reporting Owners

ANDERSON MICHAEL J 480 W DUSSEL DR MAUMEE, OH 43537

Signatures

Michael J. Anderson 12/02/2005

**Signature of Date
Reporting Person

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).
- Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from (1) 1/1/2005 to 12/31/2007. 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.

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