ANDERSONS INC Form 4 April 15, 2005

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

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Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and AddreSMITH GARY	•	ng Person *	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)	3. Date of Earliest Transaction	(Check all applicable)		
480 W DUSSE	L DR		(Month/Day/Year) 04/15/2005	Director 10% OwnerX Officer (give title Other (specify below) VP Finance & Treasurer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAUMEE, OH	Н 43537		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(0.1)	(0, ,)	(77.)				

(City)	(State) (Zi	Table	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	y 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)	on(A) or D	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	04/15/2005		Code V M	Amount 1,000	(D)	Price \$ 8.625	(Instr. 3 and 4) 16,437.693	D	
COMMON STOCK	04/15/2005		F	508	D	\$ 30.72	15,929.693	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	Sector Acquired (A) Disp (D)	posed of str. 3, 4,	6. Date Exercisab Date (Month/Day/Year	-	7. Title a Underlyi (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
STOCK OPTION	\$ 8.625	04/15/2005		M	,	1,000	01/01/2001	01/01/2006	COMN
PERFORMANCE SHARE UNIT	\$ 0 (1)						12/31/2007(1)	01/01/2008(1)	COMN
STOCK OPTION	\$ 8.875						01/01/1998	01/01/2008	COMN
STOCK OPTION	\$ 12.7						01/01/2003	01/01/2008	COMN
STOCK OPTION	\$ 15.967						01/01/2004	01/01/2009	COMN
STOCK OPTION	\$ 10						01/01/2002	01/02/2007	COMN
STOCK OPTION	\$ 31						04/01/2005	03/31/2010	COMN

Reporting Owners

**Signature of

Reporting Person

Reporting Owner Name / Add	Iress	Relationships							
reporting of their runner, rand	Director	10% Owner	Officer	Other					
SMITH GARY L 480 W DUSSEL DR MAUMEE, OH 43537			VP Finance & Treasurer						
Signatures									
Gary Smith	04/15/2005								

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).
- 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.