#### FALLAT DALE W

Form 4

February 18, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FALLAT DALE W			2. Issuer Name and Ticker or Trading Symbol ANDERSONS INC [ANDE]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
480 W DUSSEL DR			(Month/Day/Year) 01/23/2009	Director 10% Owner Officer (give title Other (specify below)  Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAUMEE, O	Н 43537		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(0': )	(0 )	( <b>T</b> : )				

(City)	(State) (Z	Table	I - Non-De	erivative Se	curiti	es Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date		3. T	4. Securit		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	or(A) or Dis (Instr. 3, 4		` ′	Securities Beneficially	Ownership Form:	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported	(I)	(111541. 4)
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON			Code V	Amount	(D)	Price \$	( ,		
STOCK	01/23/2009		J <u>(1)</u>	17.862	A	14.86	12,097.191	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. ionNumber 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	A or Title N or Si	
PERFORMANCE SHARE UNIT	\$ 0 (2)					12/31/2009	01/01/2010	COMMON STOCK	
PERFORMANCE SHARE UNIT	\$ 0 (3)					12/31/2010	01/01/2011	COMMON STOCK	
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	
SOSAR	\$ 42.08					03/01/2010	03/31/2012	COMMON STOCK	
SOSAR	\$ 39.115					04/01/2009	04/01/2011	COMMON STOCK	
STOCK OPTION	\$ 15.5					04/01/2005	03/31/2010	COMMON STOCK	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
FALLAT DALE W 480 W DUSSEL DR MAUMEE, OH 43537			Vice President			

# **Signatures**

Dale W. Fallat, by: Gary Smith, Limited Power of Attorney 02/18/2009

\*\*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) Acquisition pursuant to Rule 16b-3(c)

**(2)** 

Reporting Owners 2

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Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from 1/1/2007 to 12/31/2009. 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 3 years contingent on cumulative EPS from 1/1/2008 to 12/31/2010. 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.