Andersons, Inc. Form 4 January 13, 2015

FORM 4

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

Check this box

if no longer subject to Form 4 or

Section 16. Form 5 obligations may continue. See Instruction 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

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 DANIEL T Issuer Symbol Andersons, Inc. [ANDE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 480 W DUSSEL DR 01/12/2015 below) President, Retail (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 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction Date 2A. Deemed 4. Securities Acquired 7. Nature of 5. Amount of (Instr. 3) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 01/12/2015 F 1,193 D 255,693 D 54.37 **STOCK HELD BY** COMMON RICHARD P. 26,179.46 Ι **STOCK ANDERSON** LLC **COMMON** I 20,373.25 LYNN **STOCK** ANDERSON, SPOUSE, **HELD BY** RICHARD P. **ANDERSON**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

			LLC
COMMON STOCK	1,422.62	I	Walt Anderson, Child, shares held by Richard P Anderson LLC
COMMON STOCK	1,422.62	I	Helen Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	1,422.62	I	Dick Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	108,320.24	I	The Daniel T. Anderson Irrevocable Family Trust
PERFORMANCE SHARE UNIT (2015)	3,750 (1)	D	
PERFORMANCE SHARE UNIT (2016)	2,475 (2)	D	
PERFORMANCE SHARE UNIT (2017)	2,570 (1)	D	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly			

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative		3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		
	Derivative				Securities		
	Security				Acquired		

8. De Sec (In

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable Date

Expiration Title

or Number of

Amount

03/01/2011 04/01/2015

COMMON **STOCK**

Shares 6,450

Reporting Owners

\$ 21.83

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANDERSON DANIEL T 480 W DUSSEL DR MAUMEE, OH 43537

President, Retail

Signatures

SOSAR

Daniel Anderson, by Mary Schroeder, Limited Power of Attorney

01/12/2015

**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).
- 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 (2) 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.

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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