

ANDERSON DANIEL T
 Form 4
 February 29, 2012

FORM 4

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

OMB APPROVAL

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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 *
 ANDERSON DANIEL T

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)
 480 W DUSSEL DR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, Retail

MAUMEE, OH 43537
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
COMMON STOCK	02/28/2012		M	V Amount (A) or (D) Price \$ 42.3	250,169	D	
COMMON STOCK	02/28/2012		F	V Amount (A) or (D) Price \$ 45.24	244,050	D	
COMMON STOCK					12,341.43	I	HELD BY RICHARD P. ANDERSON LLC
PERFORMANCE SHARE UNIT					2,450 ⁽¹⁾	D	
					4,000 ⁽¹⁾	D	

PERFORMANCE
SHARE UNIT

PERFORMANCE
SHARE UNIT
(2014)

2,100 ⁽¹⁾ D

COMMON
STOCK

13,855.41 I

LYNN
ANDERSON,
SPOUSE,
HELD BY
RICHARD P.
ANDERSON
LLC

COMMON
STOCK

1,348.94 I

Fran
Anderson,
child, shares
held by
Richard P
Anderson LLC

COMMON
STOCK

1,348.94 I

Walt
Anderson,
Child, shares
held by
Richard P
Anderson LLC

COMMON
STOCK

1,348.94 I

Helen
Anderson,
child, shares
held by
Richard P
Anderson LLC

COMMON
STOCK

1,348.94 I

Dick
Anderson,
child, shares
held by
Richard P
Anderson LLC

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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(9-02)

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

