

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)
			Code	V	Amount	(D)	Price
COMMON STOCK	02/28/2012		M		6,400	A	\$ 42.3
COMMON STOCK	02/28/2012		F		6,119	D	\$ 45.24
COMMON STOCK							12,341.43
PERFORMANCE SHARE UNIT							2,450 ⁽¹⁾
							4,000 ⁽¹⁾

HELD BY
 RICHARD P.
 ANDERSON
 LLC

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.

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR	\$ 42.3	02/28/2012		M	6,400	03/01/2010	03/31/2012	COMMON STOCK	6,400
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	3,400
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	4,900
SOSAR	\$ 32.75					03/01/2011	04/01/2015	COMMON STOCK	4,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON DANIEL T 480 W DUSSEL DR MAUMEE, OH 43537			President, Retail	

Signatures

Daniel Anderson, By: Mary J. Schroeder, Limited Power Of Attorney 02/29/2012

**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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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