

Andersons, Inc.  
Form 4  
February 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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

(Last) (First) (Middle)  
480 W DUSSEL DR  
(Street)

MAUMEE, OH 43537

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Andersons, Inc. [ANDE]

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| COMMON STOCK                    | 02/17/2015                           |                                                    | J(1)                           | 2,733                                                             | A \$ 53.14                                                                                    | 258,426                                                  | D                                                     |
| COMMON STOCK                    | 02/17/2015                           |                                                    | F                              | 905                                                               | D \$ 53.14                                                                                    | 257,521                                                  | D                                                     |
| PERFORMANCE SHARE UNIT (2015)   | 02/17/2015                           |                                                    | J(2)                           | 2,733                                                             | D \$ 0                                                                                        | 0                                                        | D                                                     |

COMMON STOCK

26,179.46 I HELD BY RICHARD P. ANDERSON LLC

|                               |  |  |  |  |                      |   |                                                              |
|-------------------------------|--|--|--|--|----------------------|---|--------------------------------------------------------------|
| COMMON STOCK                  |  |  |  |  | 20,373.25            | I | LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON 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 (2016) |  |  |  |  | 2,475 <sup>(3)</sup> | D |                                                              |
| PERFORMANCE SHARE UNIT (2017) |  |  |  |  | 2,570 <sup>(4)</sup> | D |                                                              |

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.**

SEC 1474  
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. I |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|----------------------------------------------------------|---------------------------------------------------------------|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|----------------------------------------------------------|---------------------------------------------------------------|------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |     |                     |                    |                 |                                        |
|------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|-----|-----|---------------------|--------------------|-----------------|----------------------------------------|
|            |                                    |                  | Code       | V                                                                                               | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| SOSAR      | \$ 21.83                           |                  |            |                                                                                                 |     |     | 03/01/2011          | 04/01/2015         | COMMON<br>STOCK | 6,450                                  |

## Reporting Owners

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

## Signatures

Daniel Anderson, by: Mary Schroeder, Limited Power of Attorney 02/18/2015

\*\*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).
- (1) Shares received from vesting of PSU (Performance Share Unit). Agreement allows 75 days from performance end date to issue shares.
- (2) PSU Vested.
- (3) Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from 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.
- (4) 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. 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.