ANDERSON MICHAEL J

Form 4

February 21, 2013

FORM 4

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

OMB Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON MICHAEL J			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)	3. Date of Earliest Transaction	(Check an applicable)		
480 W DUSSEL DR			(Month/Day/Year) 02/20/2013	_X Director 10% Owner X Officer (give title Other (specify below) Chairman, President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
MAUMEE, OH 43537			Filed(Month/Day/Year)			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of Indi
(Instr. 3)	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Beneficial Owne	
		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	(Instr. 4)
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	
							Following	or Indirect	
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
COMMON STOCK	02/20/2013		M	10,000	A	\$ 11.02	254,377.483	D	
COMMON STOCK	02/20/2013		M	10,000	A	\$ 46.26	264,377.483	D	
COMMON STOCK	02/20/2013		F	14,410	D	\$ 49	249,967.483	D	
COMMON STOCK							100,092	I	Mrs. Carol H. Anderson-spo
PERFORMANCE SHARE UNIT							12,600 (1)	D	

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PERFORMANCE SHARE UNIT

(2014)

15,740 <u>(1)</u>

PERFORMANCE

SHARE UNIT (2015)

17,000 (1) D

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		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 Share				
SOSAR	\$ 11.02	02/20/2013		M		10,000	03/02/2010	03/31/2014	COMMON STOCK	10,000				
SOSAR	\$ 46.26	02/20/2013		M		10,000	03/01/2009	04/01/2013	COMMON STOCK	10,000				
SOSAR	\$ 32.75						03/01/2011	04/01/2015	COMMON STOCK	18,100				

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

ANDERSON MICHAEL J 480 W DUSSEL DR

480 W DUSSEL DR MAUMEE, OH 43537 X Chairman, President and CEO

Relationships

Signatures

Michael J. Anderson, by:Mary Schroeder, Limited Power of Attorney

02/21/2013

**Signature of Reporting Person

Date

Reporting Owners 2

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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. 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.