

DePompei Arthur D.
Form 4
March 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DePompei Arthur D.

(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)
03/01/2012

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)
VP Human Resources

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	(A) or (D)	Price
COMMON STOCK	02/10/2012		J(1)		6.172	A	\$ 42.73
COMMON STOCK	02/24/2012		J(1)		5.792	A	\$ 45.53
COMMON STOCK	03/12/2012		F		325	D	\$ 43.66
COMMON STOCK	03/01/2012		A		1,160	A	\$ 0
COMMON STOCK	03/12/2012		J(2)		1,030	A	\$ 43.66
							\$ 5,838.48
							\$ 5,844.272
							\$ 5,519.272
							\$ 6,679.272
							\$ 8,404.272

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PERFORMANCE SHARE UNIT	03/12/2012		<u>J</u> ⁽³⁾	1,030	D	\$ 0	1,470 <u>(3)</u>	D
PERFORMANCE SHARE UNIT (2015)	03/01/2012		A	1,855	A	\$ 0	1,855 <u>(4)</u>	D
PERFORMANCE SHARE UNIT (2014)							1,680 <u>(4)</u>	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (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)	8. De	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				
SOSAR	\$ 32.75					03/01/2011 04/01/2015	COMMON STOCK	837	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
DePompei Arthur D. 480 W. DUSSEL DR. MAUMEE, OH 43537	VP Human Resources				

Signatures

Arthur D. Depompei, By: Mary J. Schroeder, Limited Power of Attorney	03/14/2012
**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) Acquisition pursuant to Rule 16b-3(c)
- (2) Shares received from vesting of PSU (Performance Share Unit). Agreement allows 75 days from performance end date to issue shares.
- (3) PSU vested. Less than full value received and balance cancelled.
- (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.

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