

ANDERSON MICHAEL J  
Form 4  
March 03, 2010

**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 MICHAEL J

(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)  
03/01/2010

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)  
Chairman, President and CEO

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)
PERFORMANCE SHARE UNIT	03/01/2010		J <sup>(1)</sup>	12,000 A	\$ 0 (2) 12,000	D	
PERFORMANCE SHARE UNIT	03/01/2010		J <sup>(1)</sup>	17,700 A	\$ 0 (2) 17,700	D	
PERFORMANCE SHARE UNIT	03/01/2010		A	12,600 A	\$ 0 (2) 12,600	D	
COMMON STOCK					220,369.063	D	
COMMON STOCK					100,092	I	Mrs. Carol H. Anderson-spous

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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)**

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
SOSAR	\$ 32.75	03/01/2009		A	18,100	03/01/2011 <sup>(3)</sup>	04/01/2015	CC S
PERFORMANCE SHARE UNIT	\$ 0 <sup>(2)</sup>	03/01/2010		J <sup>(4)</sup>	12,000	12/31/2010	01/01/2011	CC S
PERFORMANCE SHARE UNIT	\$ 0 <sup>(2)</sup>	03/01/2010		J <sup>(4)</sup>	17,700	12/31/2011	01/01/2012	CC S
SOSAR	\$ 11.02					03/02/2010	03/31/2014	CC S
SOSAR	\$ 46.26					03/01/2009	04/01/2013	CC S
SOSAR	\$ 42.08					03/01/2010	03/31/2012	CC S
SOSAR	\$ 39.115					04/01/2009	04/01/2011	CC S
STOCK OPTION	\$ 5					01/01/2002	01/01/2012	CC S
STOCK OPTION	\$ 15.5					04/01/2005	03/31/2010	CC S

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON MICHAEL J 480 W DUSSEL DR MAUMEE, OH 43537	X		Chairman, President and CEO	

## Signatures

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

03/03/2010

\_\_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) Previously reported as derivative holding.
- (2) 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.
- (3) SOSAR vests 1/3 after 1 year; 2/3 after 2 years; and 100% after 3 years.
- (4) Will now be reported on Table I Non-Derivative Security

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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