

REED HAROLD M  
Form 4/A  
February 03, 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 \*  
REED HAROLD M

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)  
03/01/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Operating Officer

MAUMEE, OH 43537  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/02/2007

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 Ownership (Instr. 4)
COMMON STOCK				(A) or (D)	40,973.063 <sup>(1)</sup>	D	
COMMON STOCK				(A) or (D)	817.36 <sup>(1)</sup>	I	IRA FBO HAROLD M. REED
COMMON STOCK				(A) or (D)	805.1 <sup>(1)</sup>	I	IRA FBO KELLEEN E. REED
PERFORMANCE SHARE UNIT				(A) or (D)	6,750 <sup>(2)</sup>	D	
				(A) or (D)	3,750 <sup>(2)</sup>	D	

PERFORMANCE  
SHARE UNIT

PERFORMANCE  
SHARE UNIT  
(2014)

5,770 <sup>(2)</sup> D

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 and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
SOSAR	\$ 42.3 <sup>(3)</sup>	03/01/2007		A	10,000	03/01/2010	03/31/2012	COMMON STOCK	10,000
SOSAR	\$ 32.75					03/01/2011	04/01/2015	COMMON STOCK	5,325
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	9,000
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	6,675

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED HAROLD M 480 W DUSSEL DR MAUMEE, OH 43537			Chief Operating Officer	

## Signatures

Harold Reed, By: Mary J. Schroeder, Limited Power Of  
Attorney

02/03/2012

\_\_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) No Change in Current Holdings
- (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) Incorrectly reported at \$42.08, should have been reported at \$42.30

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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