

ANDERSON DANIEL T
 Form 4
 February 28, 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 *
 ANDERSON DANIEL T

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)
 02/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Retail

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

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

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)
COMMON STOCK	02/24/2012		G	105 D	\$ 45.24 12,341.43	I	HELD BY RICHARD P. ANDERSON LLC
COMMON STOCK	02/24/2012		G	119 D	\$ 45.24 13,855.41	I	LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON LLC
	02/24/2012		G	10 D	1,348.94	I	

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COMMON STOCK						\$ 45.24				Fran Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	02/24/2012		G	10	D	\$ 45.24	1,348.94	I		Walt Anderson, Child, shares held by Richard P Anderson LLC
COMMON STOCK	02/24/2012		G	10	D	\$ 45.24	1,348.94	I		Helen Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK	02/24/2012		G	10	D	\$ 45.24	1,348.94	I		Dick Anderson, child, shares held by Richard P Anderson LLC
COMMON STOCK							243,769	D		
PERFORMANCE SHARE UNIT							2,450 ⁽¹⁾	D		
PERFORMANCE SHARE UNIT							4,000 ⁽¹⁾	D		
PERFORMANCE SHARE UNIT (2014)							2,100 ⁽¹⁾	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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Derivative Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR \$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	3,400
SOSAR \$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	4,900
SOSAR \$ 32.75					03/01/2011	04/01/2015	COMMON STOCK	4,300
SOSAR \$ 42.3					03/01/2010	03/31/2012	COMMON STOCK	6,400

Reporting Owners

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

Signatures

Daniel Anderson, By: Mary J. Schroeder, Limited Power of Attorney 02/27/2012

__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) 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.