

ADDIS DENNIS J
Form 4
March 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
ADDIS DENNIS 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)
480 W DUSSEL DR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2006

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

MAUMEE, OH 43537

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

(City) (State) (Zip)

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 | (D) | Price | | | |
| COMMON STOCK | 07/22/2008 | | J(1) | | 3.501 | A | \$ 39.68 | 1,636.174 | I | Jonathon Addis, T. Addis, Cust. |
| COMMON STOCK | 10/22/2008 | | J(1) | | 4.501 | A | \$ 30.93 | 1,640.675 | I | Jonathon Addis, T. Addis, Cust. |
| COMMON STOCK | 01/23/2009 | | J(1) | | 9.309 | A | \$ 15 | 1,649.984 | I | Jonathon Addis, T. Addis, Cust. |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|----------|------------|---|---------------|
| COMMON STOCK | 07/24/2006 | J ⁽¹⁾ | 34.539 | A | \$ 40.16 | 30,858.539 | I | Held by Trust |
| COMMON STOCK | 10/23/2006 | J ⁽¹⁾ | 37.349 | A | \$ 56.43 | 30,895.888 | I | Held by Trust |
| COMMON STOCK | 08/13/2008 | G ⁽²⁾ | 43 | D | \$ 45.18 | 28,705.888 | I | Held by Trust |
| COMMON STOCK | | | | | | 2,010 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽³⁾ | 03/02/2009 | | A | 3,100 | 12/31/2011 | 01/01/2012 | COMMON STOCK |
| SOSAR | \$ 11.02 | 03/02/2009 | | A | 4,400 | 03/02/2010 ⁽⁴⁾ | 03/31/2014 | COMMON STOCK |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽⁵⁾ | | | | | 12/31/2009 | 01/01/2010 | COMMON STOCK |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽⁶⁾ | | | | | 12/31/2010 | 01/01/2011 | COMMON STOCK |
| SOSAR | \$ 46.26 | | | | | 03/01/2009 | 04/01/2013 | COMMON STOCK |
| SOSAR | \$ 42.08 | | | | | 03/01/2010 | 03/31/2012 | COMMON STOCK |
| SOSAR | \$ 39.115 | | | | | 04/01/2009 | 04/01/2011 | COMMON STOCK |
| STOCK OPTION | \$ 15.5 | | | | | 04/01/2005 | 03/31/2010 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ADDIS DENNIS J 480 W DUSSEL DR MAUMEE, OH 43537 | | | President, Plant Nutrient | |

Signatures

Dennis J. Addis, by: Gary Smith, Limited Power of Attorney 03/03/2009

__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) Reinvestment of dividend - No form filed at that time.

(2) Gift of shares - no filing made at that date.

(3) Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from 1/1/2009 to 12/31/2011. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.

(4) SOSAR vests 1/3 after 1 year; 2/3 after 2 years; and 100% after 3 years.

(5) Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from 1/1/2007 to 12/31/2009. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.

(6) Stock performance unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from 1/1/2008 to 12/31/2010. 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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