Andersons, Inc. Form 4 January 13, 2015

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Burchinow Naran Uchur

1. Name and Address of Reporting Person \*

|  |                                    |         |   | Andersons, Inc | . [ANI                          | DE:   | ]  |                            |                     | (Check all ag  | onlicable)   |   |
|--|------------------------------------|---------|---|----------------|---------------------------------|-------|--|----------------------------|---------------------|--|--|---|
| (Last) (First) (Middle) POBOX 119 (Street)  MAUMEE, OH 43537 |                                    |         | 3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015 |                |                                 |       | Director 10% Owner X Officer (give title Other (specify below) VP General Counsel & Secretary  |                            |                     |  |  |   |
|  |                                    |         | 4. If Amendment, Date Original Filed(Month/Day/Year)        |                |                                 |       | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                            |                     |  |  |   |
|  | (City)                             | (State) | ) (Zip)   | Table I - Non  | -Deriva                         | ıtiv  | e Securiti   | es Acc                     |                     | pisposed of, or Be   | eneficially Ov   | wned  |
|  | 1.Title of Security (Instr. 3)     |         | 2. Transaction Date<br>(Month/Day/Year)                     |                | 3.<br>Transa<br>Code<br>(Instr. | actio | 4. Securi<br>on(A) or D<br>(Instr. 3,  | ties A ispose 4 and (A) or | cquired<br>d of (D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  | COMMON<br>STOCK                    |         | 01/12/2015  |                | F                               |       | 1,280  | D                          | \$<br>54.37         | 18,040   | D  |   |
|  | PERFORMANC<br>SHARE UNIT<br>(2015) | Œ       |   |                |                                 |       |  |                            |                     | 3,173 (1)  | D  |   |
|  | PERFORMANC<br>SHARE UNIT<br>(2016) | Œ       |   |                |                                 |       |  |                            |                     | 2,475 <u>(2)</u>   | D  |   |
|  | PERFORMANC<br>SHARE UNIT<br>(2017) | CE      |   |                |                                 |       |  |                            |                     | 2,950 (1)  | D  |   |
|  |                                    |         |   |                |                                 |       |  |                            |                     |  |  |   |

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

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SEC 1474 (9-02)

**STOCK** 

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | e                  | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |  |  |
|---|---|---|---|---|---------------------|--------------------|---|--|--|
|   |   |   | Code V                                  | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |
| SOSAR   | \$ 21.83  |   |   |   | 03/01/2011          | 04/01/2015         | COMMON  | 4,950                                  |  |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burchinow Naran Uchur P O BOX 119 MAUMEE, OH 43537

**VP General Counsel & Secretary** 

### **Signatures**

Naran Burchinow, by Mary Schroeder, Limited Power of Attorney

01/12/2015

\*\*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.
- Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from (2) 10/01/2013 to 12/31/2015. Number of underlying shares are determined by the twenty-seven months 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.

Reporting Owners 2

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