Andersons, Inc. Form 4/A March 19, 2015

FORM 4

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

OMB

Check this box

Symbol

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Rex Anne G

(Print or Type Responses)

1. Name and Address of Reporting Person *

				Andersons, Inc. [ANDE]				(Check all applicable)				
(Last) (First) (Middle) POBOX 119			(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2015			Director 10% Owner Selfow) VP & Corporate Controller					
(Street) MAUMEE, OH 43537			4. If Amendment, Date Original Filed(Month/Day/Year) 02/19/2015				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
			(7:)					Person				
	(City) (S	tate)	(Zip)	Table I - Non	-Derivativ	e Securiti	es Acq	juired, D	isposed of, or Be	eneficially Ov	wned	
	1.Title of Security (Instr. 3)		nsaction Date h/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or De (Instr. 3,	ispose 4 and (A) or	d of (D)	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	02/17	7/2015		J	1,454	A	45.01 (1)	14,471	D		
	COMMON STOCK	02/17	7/2015		F	478 (2)	D	\$ 45.01 (1)	13,993	D		
	PERFORMANCE SHARE UNIT (2016)	Ξ							1,320 (3)	D		
	PERFORMANCE SHARE UNIT	Ξ							1,600 (4)	D		

(2017)

PERFORMANCE SHARE UNIT (2018)

 $2,058 \frac{(4)}{}$ D

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. dorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Dolotionchine

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Rex Anne G P O BOX 119

VP & Corporate Controller

MAUMEE, OH 43537

Signatures

Anne Rex, by: Mary Schroeder, Limited Power of Attorney 03/19/2015

**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) Price of the vesting changed due to utilizing an incorrect value date.
- (2) Change in shares used for taxes is due to the change in price.

Reporting Owners 2

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- Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from (3) 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.
- (4) 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.