

Waggoner Thomas Lowell  
 Form 4  
 March 03, 2010

# 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 \*  
 Waggoner Thomas Lowell

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)

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

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

P O BOX 119

03/01/2010

President, Turf & Specialty

(Street)

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

MAUMEE, OH 43537

(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			
PERFORMANCE SHARE UNIT	03/01/2010		A	2,370 A \$ 0 (1)	2,370	D	
PERFORMANCE SHARE UNIT	03/01/2010		J(2)	2,025 A \$ 0 (1)	2,025	D	
PERFORMANCE SHARE UNIT	03/01/2010		J(2)	4,200 A \$ 0 (1)	4,200	D	
COMMON STOCK					6,200.59	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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
PERFORMANCE SHARE UNIT	\$ 0 <sup>(1)</sup>	03/01/2010		J <sup>(3)</sup>	2,025	12/31/2010	01/01/2011	COM STC
PERFORMANCE SHARE UNIT	\$ 0 <sup>(1)</sup>	03/01/2010		J <sup>(3)</sup>	4,200	12/31/2011	01/01/2012	COM STC
SOSAR	\$ 32.75	03/01/2010		A	3,350	03/01/2011 <sup>(4)</sup>	04/01/2015	COM STC
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COM STC
SOSAR	\$ 39.115					04/01/2009	04/01/2011	COM STC
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COM STC
SOSAR	\$ 42.08					03/01/2010	03/31/2012	COM STC
STOCK OPTION	\$ 15.5					04/01/2005	03/31/2010	COM STC

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waggoner Thomas Lowell P O BOX 119 MAUMEE, OH 43537			President, Turf & Specialty	

## Signatures

Thomas L. Waggoner, by: Mary J. Schroeder, Limited Power of Attorney

03/03/2010

\_\_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.
- (2) Previously reported as derivative holding.
- (3) Will now be reported on Table I Non-Derivative Security
- (4) SOSAR vests 1/3 after 1 year; 2/3 after 2 years; and 100% after 3 years.

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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