Waggoner Thomas Lowell Form 4/A February 03, 2012

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

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

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

2. Transaction Date 2A. Deemed

1(b).

1. Title of Security

(Print or Type Responses)

1. Name and Address of Reporting Person ** Waggoner Thomas Lowell			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
a		(M: 141-)	ANDERSONS INC [ANDE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner		
P O BOX 119			03/01/2007	Officer (give titleOther (special below)Other (special below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAUMEE, OH 43537			Filed(Month/Day/Year) 04/03/2007	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Darivative Securities A	aguired Disposed of an Panaficially Owner		

Table I - Non-Derivative	Securities A	Acquired Disnosed	of or	Reneficially	Owned
Table I - Non-Delivative	Secul lues F	acuun cu. Disbuscu	UI. UI	Denenciany	Owneu

5. Amount of

6.

7. Nature

4. Securities

(Instr. 3)	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Ownership	of Indirect
	(· · · · · · · · · · · · · · · · · · ·	any	Code	Disposed	` ′	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
					(A)	Reported	(I)	
					or	Transaction(s)	(Instr. 4)	
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
COMMON						8,860.0652	Ъ	
STOCK						(1)	D	
						_		
PERFORMANCE						$2,370^{(2)}$	D	
SHARE UNIT						2,370	D	
PERFORMANCE								
						$4,200 \frac{(2)}{}$	D	
SHARE UNIT								
PERFORMANCE								
SHARE UNIT						$2,270^{(2)}$	D	
(2014)								
(- /								

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

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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 coof 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR	\$ 42.3 (3)	03/01/2007		A	4,500	03/01/2010	03/31/2012	COMMON STOCK	4,500
SOSAR	\$ 32.75					03/01/2011	04/01/2015	COMMON STOCK	3,350
SOSAR	\$ 11.02					03/02/2010	03/31/2014	COMMON STOCK	5,400
SOSAR	\$ 46.26					03/01/2009	04/01/2013	COMMON STOCK	3,400

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Waggoner Thomas Lowell

P O BOX 119 President, Turf & Specialty

Signatures

MAUMEE, OH 43537

Thomas Waggoner, By: Mary J. Schroeder, Limited Power Of Attorney 02/03/2012

**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) No Change in Current Holdings

Reporting Owners 2

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- (2) 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.
- (3) Incorrectly reported at \$42.08, should have been reported at \$42.30

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