Andersons, Inc. Form 4 January 07, 2016

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

Form 5 obligations may continue. See Instruction

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

1(b).

1. Title of Security

PERFORMANCE

SHARE UNIT

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON MICHAEL J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Andersons, Inc. [ANDE]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
480 W DUSSEL DR			(Month/Day/Year) 01/05/2016	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
MAUMEE, OH 43537				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owne			

2. Transaction Date 2A. Deemed

ed

5. Amount of

13,400 (3)

D

6.

4. Securities Acquired

(Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect	Beneficial Owner (Instr. 4)	
			Code V	Amoun	(A) or t (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
COMMON STOCK	01/05/2016		J <u>(1)</u>	53.8	A	\$ 31.63	424,564.755	D	
COMMON STOCK	01/05/2016		F	2,760	D	\$ 31.63	421,804.755	D	
COMMON STOCK							150,138	I	Mrs. Carol H. Anderson-spot
PERFORMANCE SHARE UNIT (2016)							16,800 (2)	D	

7. Nature of Indir

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(2017)

PERFORMANCE SHARE UNIT (2018)

 $17,740 \frac{(3)}{}$ 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. Transac Code (Instr. 8	5. etionNumber of S) Derivati Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day. ve es d	Pate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o where there is a real constant of	Director	10% Owner	Officer	Other				
ANDERSON MICHAEL J 480 W DUSSEL DR	X							
MAUMEE, OH 43537	21							

Signatures

Michael Anderson, by: Mary Schroeder, Limited Power of Attorney

01/06/2016

**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) Divident equivalent received.

(2)

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 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.

(3) 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.