

Andersons, Inc.
Form 4
June 21, 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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sparks Tamara Sue

(Last) (First) (Middle)

480 W DUSSEL DR.

(Street)

MAUMEE, OH 43537

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Andersons, Inc. [ANDE]

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

07/22/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP,Corp.Relations/BusinessAnal

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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)
COMMON STOCK	07/22/2013		J(1)	3.9206 A \$ 58.889	4,625.9506	D	
COMMON STOCK	10/22/2013		J(1)	3.6621 A \$ 72.6116	4,344.6127	D	
COMMON STOCK	01/23/2014		J(1)	3.2125 A \$ 85.55	4,239.8252	D	
COMMON STOCK	02/18/2014		J(2)	5.3976 A \$ 0	4,245.2228	D	
COMMON STOCK	04/22/2014		J(1)	4.2552 A \$ 63.7266	7,297.998	D	

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COMMON STOCK	07/22/2014	<u>J(1)</u>	4.8447	A	\$ 56.07	7,302.8427	D	
COMMON STOCK	10/06/2014	S	0.2927	D	\$ 62.46	7,302.55	D	
COMMON STOCK	10/22/2014	<u>J(1)</u>	2.4317	A	\$ 59.7101	7,304.9817	D	
COMMON STOCK	01/22/2015	<u>J(1)</u>	3.941	A	\$ 46.8918	8,006.9227	D	
COMMON STOCK	04/22/2015	<u>J(1)</u>	1.1958	A	\$ 42.85	10,606.5285	D	
COMMON STOCK	07/22/2015	<u>J(1)</u>	1.41	A	\$ 36.42	10,607.9385	D	
COMMON STOCK	10/22/2015	<u>J(1)</u>	1.4212	A	\$ 35.9566	10,609.3597	D	
COMMON STOCK	01/25/2016	<u>J(1)</u>	2.1207	A	\$ 26.6794	10,462.4804	D	
COMMON STOCK	04/22/2016	<u>J(1)</u>	0.5941	A	\$ 33.6633	11,648.0745	D	
COMMON STOCK						1,483.344	I	Held by Spouse
PERFORMANCE SHARE UNIT (2017)						780 <u>(3)</u>	D	
PERFORMANCE SHARE UNIT (2017)						250 <u>(3)</u>	I	Held by spouse
PERFORMANCE SHARE UNIT (2018)						996 <u>(3)</u>	D	
PERFORMANCE SHARE UNIT (2018)						320 <u>(3)</u>	I	Held by Spouse
PERFORMANCE SHARE UNIT (EPS) (2019)						1,186 <u>(3)</u>	D	
PERFORMANCE SHARE UNIT (EPS) (2019)						272 <u>(3)</u>	I	Held by Spouse
PERFORMANCE SHARE UNIT (TSR) (2019)						1,186 <u>(4)</u>	D	
						272 <u>(4)</u>	I	

PERFORMANCE
SHARE UNIT
(TSR) (2019)

Held by
Spouse

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sparks Tamara Sue 480 W DUSSEL DR. MAUMEE, OH 43537	VP,Corp.Relations/BusinessAnal

Signatures

Tamara Sparks
06/20/2016
**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) Reinvestment of dividend - No form filed at that time.
- (2) Shares received as a result of a 3-for-2 stock split on February 18, 2014. No form filed at that time.

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- (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.

Stock performance unit (TSR) granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on the Company's

- (4) annualized total shareholder return. Number of underlying shares are based upon the level of satisfaction of the total shareholder return 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.

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