Andersons, Inc. Form 4 January 10, 2017

FORM 4

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

Check this box if no longer subject to Section 16.

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

January 31, Expires:

OMB

Number:

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OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 A IRMEN MIC	•	orting Person *	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				
			(Month/Day/Year)	Director 10% Owner			
P O BOX 119			01/06/2017	_X_ Officer (give title Other (specify below)			
				President, Ethanol Group			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
MAUMEE, OH 43537				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Securities Acquired Disposed of or Reneficially Owne			

Table I. Non Derivative Securities Acquired Disposed of or Reneficially Owned

(City) (Sta	Table 1 - 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(
COMMON STOCK	01/06/2017		<u>J(1)</u>	769.89	A	\$ 31.63	7,291.51	D	
PERFORMANCE SHARE UNIT (2017)							415 (2)	D	
PERFORMANCE SHARE UNIT (2018)							559 (2)	D	
PERFORMANCE SHARE UNIT (EPS) (2019)							738 (2)	D	

PERFORMANCE **SHARE UNIT** (TSR) (2019)

738 (3)

D

(9-02)

9. Nu

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	Ι
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	F
	Derivative				Securities			(Instr.	. 3 and 4)		(
	Security				Acquired						F
					(A) or						F
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration Date	ration Title	Or Number		
						Exercisable			Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

IRMEN MICHAEL S P O BOX 119 MAUMEE, OH 43537

President, Ethanol Group

Signatures

Michael S. Irmen, by: Mary Schroeder, Limited Power of Attorney

01/10/2017

**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) Acquired through Section 423 Employee Share Purchase Plan
- 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.

Reporting Owners 2

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