Wolf William J Form 4 January 25, 2018

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

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

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Form 5

(Print or Type Responses)

Wolf William J

1. Name and Address of Reporting Person *

, , , , , , , , , , , , , , , , , , , ,			Andersons, Inc. [ANDE]					(Check all applicable)				
(Last) P.O. BOX 119	(Firs	t) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2018					Director 10% Owner X Officer (give title Other (specify				
(Street) MAUMEE, OH 43537			4. If Amendment, Date Original Filed(Month/Day/Year)				Applica _X_ For	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State	e) (Zip)	Table I - Non	ı-Derivativ	ve Secui	ities A	cquired, I	Disposed of, or Bo	eneficially Ov	wned		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact: Code (Instr. 8)	ion(A) or (Instr.	Dispos 3, 4 and (A)	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		01/22/2018		F	1,432	2 D	\$ 32.75	36,736.514	D			
PERFORMANO SHARE UNIT (2018)	CE							4,416 <u>(1)</u>	D			
PERFORMANO SHARE UNIT (EPS) (2019)	CE							3,636 (1)	D			
PERFORMANO SHARE UNIT (EPS) (2020)	CE							1,262 (1)	D			

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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PERFORMANCE

SHARE UNIT $3,636 \frac{(2)}{}$ D

(TSR)(2019)

PERFORMANCE
SHARE UNIT

1,264 (2)
D

(TSR) (2020)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

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. Transactic Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Code V (A) (D)

Wolf William J P.O. BOX 119 MAUMEE, OH 43537

Former President, PN Group

Signatures

William J. Wolf, by Melissa Trippel, Limited Power of

Attorney 01/25/2018

**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).

Reporting Owners 2

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- (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.
- 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.