

Burchinow Naran Uchur
Form 4
March 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burchinow Naran Uchur

2. Issuer Name and Ticker or Trading Symbol
ANDERSONS INC [ANDE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 119

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

____ Director
 Officer (give title below) _____ Other (specify below)
VP General Counsel & Secretary

MAUMEE, OH 43537

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| PERFORMANCE SHARE UNIT (2015) | 03/01/2012 | | A ⁽¹⁾ | 2,115 A | \$ 0 2,115 | D | |
| COMMON STOCK | 03/01/2012 | | J ⁽²⁾ | 1,648 A | \$ 0 7,430 | D | |
| COMMON STOCK | 03/01/2012 | | F | 520 D | \$ 0 6,910 | D | |
| COMMON STOCK | 03/01/2012 | | A | 1,570 A | \$ 0 8,480 | D | |
| PERFORMANCE SHARE UNIT | 03/01/2012 | | J ⁽³⁾ | 4,000 D | \$ 0 0 | D | |

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| | | |
|-------------------------------------|----------------------|---|
| PERFORMANCE SHARE UNIT (2014) | 2,320 ⁽¹⁾ | D |
| PERFORMANCE SHARE UNIT | 2,320 ⁽¹⁾ | D |

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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| SOSAR | \$ 32.75 | | | | | 03/01/2011 04/01/2015 | COMMON STOCK | 3,300 |
| SOSAR | \$ 11.02 | | | | | 03/02/2010 03/31/2014 | COMMON STOCK | 3,266 |
| SOSAR | \$ 42.3 | | | | | 03/01/2010 03/31/2012 | COMMON STOCK | 2,800 |
| SOSAR | \$ 46.26 | | | | | 03/01/2009 04/01/2013 | COMMON STOCK | 3,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Burchinow Naran Uchur
P O BOX 119
MAUMEE, OH 43537

Director 10% Owner Officer Other

VP General Counsel & Secretary

Signatures

Naran

Burchinow

03/13/2012

__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) 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.
 - (2) Shares received from vesting of PSU (Performance Unit)
 - (3) PSU vested. Less than full value received and balance cancelled.

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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