

ANDERSONS INC
Form 4
November 24, 2008

FORM 4

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

OMB APPROVAL

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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 *
Waggoner Thomas Lowell

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

(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)
01/24/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Processing Group

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)
			Code	V	Amount (A) or Price (D)		
COMMON STOCK	01/24/2006		J ⁽¹⁾		3.64 A \$ 45.96	1,900.64	D
COMMON STOCK	04/25/2006		J ⁽¹⁾		1.74 A \$ 101.68	1,822.38	D
COMMON STOCK	07/25/2006		J ⁽¹⁾		4.65 A \$ 36.7	3,644.03	D
COMMON STOCK	10/24/2006		J ⁽¹⁾		4.53 A \$ 37.71	3,648.56	D
COMMON STOCK	01/24/2007		J ⁽¹⁾		6.43 A \$ 39.6	5,212.99	D

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COMMON STOCK	04/24/2007	J ⁽¹⁾	4.11	A	\$ 43.97	3,525.1	D
COMMON STOCK	06/28/2007	J ⁽¹⁾⁽²⁾	5.38	A	\$ 0	3,530.48	D
COMMON STOCK	07/24/2007	J ⁽¹⁾	3.73	A	\$ 46.88	3,534.21	D
COMMON STOCK	10/23/2007	J ⁽¹⁾	5.83	A	\$ 48.94	3,540.04	D
COMMON STOCK	01/24/2008	J ⁽³⁾	10.35	A	\$ 42.81	5,578.39	D
COMMON STOCK	04/23/2008	J ⁽³⁾	10.28	A	\$ 43.16	5,588.67	D
COMMON STOCK	07/23/2008	J ⁽³⁾	12	A	\$ 44.35	5,600.67	D
COMMON STOCK	10/22/2008	J ⁽³⁾	13.51	A	\$ 32.75	5,070.18	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.

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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 Security (Instr. 3 and 4)
PERFORMANCE SHARE UNIT	\$ 0 ⁽⁴⁾					Date Exercisable: 12/31/2008 Expiration Date: 01/01/2009	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 ⁽⁵⁾					Date Exercisable: 12/31/2009 Expiration Date: 01/01/2010	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 ⁽⁶⁾					Date Exercisable: 12/31/2010 Expiration Date: 01/01/2011	COMMON STOCK

SOSAR	\$ 39.115	04/01/2009	04/01/2011	COMMON STOCK
SOSAR	\$ 46.26	03/01/2009	04/01/2013	COMMON STOCK
SOSAR	\$ 42.08	03/01/2010	03/31/2012	COMMON STOCK
STOCK OPTION	\$ 7.9835	01/01/2004	01/01/2009	COMMON STOCK
STOCK OPTION	\$ 15.5	04/01/2005	03/31/2010	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waggoner Thomas Lowell P O BOX 119 MAUMEE, OH 43537			President, Processing Group	

Signatures

Thomas L Waggoner, by: Mary Schroeder, Limited Power of Attorney 11/24/2008

__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) Represents shares received following a 2-for-1 stock split on June 28, 2006
- (3) Reinvestment of dividend
 Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (4) 1/1/2006 to 12/31/2008. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.
 Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (5) 1/1/2007 to 12/31/2009. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.
 Stock performance unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
- (6) 1/1/2008 to 12/31/2010. 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.