

Andersons, Inc.  
Form 4  
November 10, 2014

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(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)  
11/07/2014

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 below) \_\_\_\_ Other (specify 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<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                       |   |
|-------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------|---|
|                                     |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                       |   |
| COMMON<br>STOCK                     | 11/07/2014                              |                                                             | P                                       |                                                                         | 1,000                                                                                                              | A                                                                       | \$<br>52.766                                                      | 8,277.55              | D |
| COMMON<br>STOCK                     |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         |                                                                   | 876.344               | I |
| PERFORMANCE<br>SHARE UNIT<br>(2015) |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         |                                                                   | 971 <sup>(1)</sup>    | D |
| PERFORMANCE<br>SHARE UNIT<br>(2015) |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         |                                                                   | 480.98 <sup>(1)</sup> | I |
|                                     |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         |                                                                   | 285 <sup>(2)</sup>    | I |

Held by  
Spouse

Held by  
Spouse

|                                     |                    |   |  |                   |
|-------------------------------------|--------------------|---|--|-------------------|
| PERFORMANCE<br>SHARE UNIT<br>(2016) |                    |   |  | Held by<br>Spouse |
| PERFORMANCE<br>SHARE UNIT<br>(2016) | 645 <sup>(2)</sup> | D |  |                   |
| PERFORMANCE<br>SHARE UNIT<br>(2017) | 780 <sup>(1)</sup> | D |  |                   |
| PERFORMANCE<br>SHARE UNIT<br>(2017) | 250 <sup>(1)</sup> | I |  | Held by<br>spouse |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. I.<br>De<br>Sec<br>(In |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                     | Amount<br>or<br>Number<br>of<br>Shares |
| SOSAR                                               | \$ 21.83                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/01/2011                                                          | 04/01/2015         | COMMON<br>STOCK           | 1,275                                  |
| SOSAR                                               | \$ 21.83                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/01/2011                                                          | 04/01/2015         | COMMON<br>STOCK           | 577.5                                  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
|                                | VP,Corp.Relations/BusinessAnal   |

Sparks Tamara Sue  
480 W DUSSEL DR.  
MAUMEE, OH 43537

## Signatures

Tamara Sparks

11/10/2014

  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.  
  
Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from
- (2) 10/01/2013 to 12/31/2015. Number of underlying shares are determined by the twenty-seven months 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.

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