SHAH RASESH H

Form 4

January 05, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB ....

Number: 3235-0287

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAH RASESH H			2. Issuer Name and Ticker or Trading Symbol ANDERSONS INC [ANDE]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
480 W.DUSSEL DRIVE			(Month/Day/Year) 01/01/2009	Director 10% Owner Steelow) Other (give title below)  President, Rail Group		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
MAUMEE, O			Thed(Mondin Day) Tear)	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-Do	erivative Sec	urities	S Acquire	ed, Disposed of, o	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) coor Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	01/01/2009		Code V	Amount 3,278	or (D)	Price \$ 16.48	Transaction(s) (Instr. 3 and 4) 59,507.74	(Instr. 4)	
COMMON STOCK	01/01/2009		F	1,235	D	\$ 16.48	58,272.74	D	
COMMON STOCK	01/02/2009		J <u>(1)</u>	1,516.86	A	\$ 16.48	59,789.6	D	

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

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#### number.

# 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. Transac Code (Instr. 8	tionol Sc ) A (A D (I (I	f De ecur Acqu A) o Dispo D)	osed of . 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Ai Underlying Se (Instr. 3 and 4]
				Code '	V (A	A)	(D)	Date Exercisable	Expiration Date	Title
PERFORMANCE SHARE UNIT	\$ 0 (2)	01/01/2009		M			3,140	12/31/2008	01/01/2009	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 (3)							12/31/2009	01/01/2010	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 (4)							12/31/2010	01/01/2011	COMMON STOCK
SOSAR	\$ 46.26							03/01/2009	04/01/2013	COMMON STOCK
SOSAR	\$ 42.08							03/01/2010	03/31/2012	COMMON STOCK
SOSAR	\$ 39.115							04/01/2009	04/01/2011	COMMON STOCK
STOCK OPTION	\$ 15.5							04/01/2005	03/31/2010	COMMON STOCK

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships							
• 0	Director 10% Owner Officer		Officer	Other				
SHAH RASESH H 480 W.DUSSEL DRIVE MAUMEE, OH 43537			President, Rail Group					
Signatures								
Rasesh Shah, by: Gary Smith, l Attorney	Limited P	ower of	01/05/2009					
**Signature of Reporting	ng Person		Date					

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Relationships

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### **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 from 1/1/2006 to 12/31/2008. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance
- (2) 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 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 (4) 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.