

GEORGE RICHARD R
 Form 4
 June 09, 2009

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 *
 GEORGE RICHARD R

(Last) (First) (Middle)

480 W DUSSEL DR

(Street)

MAMEE, OH 43537

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/09/2009

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)

Vice President & Controller

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 or Price		
COMMON STOCK	06/09/2009		J ⁽¹⁾		637	D	\$ 0 0
COMMON STOCK	06/09/2009		M		1,360	A	\$ 15.5 30,596
COMMON STOCK	06/09/2009		J		625	D	\$ 30.05 29,971

Richard R
 George &
 Susan K
 George
 Trust

Richard R
 George &
 Susan K
 George
 Trust

COMMON STOCK	06/09/2009	J ⁽¹⁾	637	A	\$ 0	30,608	I	Richard R George & Susan K George Trust
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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
STOCK OPTION	\$ 15.5	06/09/2009		M	1,360	04/01/2005 03/31/2010	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 ⁽²⁾					12/31/2009 01/01/2010	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 ⁽³⁾					12/31/2010 01/01/2011	COMMON STOCK
PERFORMANCE SHARE UNIT	\$ 0 ⁽⁴⁾					12/31/2011 01/01/2012	COMMON STOCK
SOSAR	\$ 11.02					03/02/2010 03/31/2014	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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE RICHARD R 480 W DUSSEL DR MAMEE, OH 43537			Vice President & Controller	

Signatures

Richard R
George

06/09/2009

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) Shares transferred to Richard George & Susan George Trust
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.
 - (2) Stock performance unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from 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.
 - (3) Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from 1/1/2009 to 12/31/2011. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period.
 - (4)

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.