Andersons, Inc. Form 4/A											
March 19, 2015						CE (				MB APPRC	OVAL
<b>CURIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Numb	er: 32	35-0287	
Check this box if no longer subject to Section 16. Form 4 or	STATE		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							ated avera n hours pe	
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	nses)										
1. Name and Address SHAH RASESH	2. Issuer Name <b>and</b> Ticker or Trading 5. Rela Symbol Andersons, Inc. [ANDE]					tionship of Reporting Person(s) to					
(Last) (	First)	(Middle)	3. Date of Earliest	-	-			(Check	ck all applicable)		
480 W.DUSSEL DRIVE			(				Director 10% Owner Officer (give title Other (specify below) President, Rail Group				
(Street) MAUMEE, OH 43537			Filed(Month/Day/Year) Applicab 02/19/2015 _X_Form				idual or Joint/Group Filing(Check ole Line) m filed by One Reporting Person n filed by More than One Reporting				
	State)	(Zip)	Person								
1.Title of Security (Instr. 3)	2. Trans		Table I - Non-Derivative Securities Acq2A. Deemed3.4. Securities AcqExecution Date, if anyTransaction(A) or Disposed CodeTotal (Instr. 3, 4 and (Instr. 8)(Month/Day/Year)(Instr. 8)				cquired d of (D)	5. Amount Securities Beneficial Owned Following	of ly	f 6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
				Code V	Amount	(A) or (D)	Price \$	Reported Transactio (Instr. 3 an	n(s)	(I) (Instr. 4)	
COMMON STOCK	02/17/	2015		J	3,581	A	45.01 (1)	42,569.0	91	D	
COMMON STOCK	02/17/	2015		F	1,159 (2)	А	\$ 45.01 (1)	43,728.0	91	D	
COMMON STOCK								19,648		I	Held in Trust, Rasesh H. Shah Irrevocable Trust

PERFORMANCE SHARE UNIT (2016)	3,225 <u>(3)</u>	D
PERFORMANCE SHARE UNIT (2017)	2,950 <u>(4)</u>	D
PERFORMANCE SHARE UNIT (2018)	3,770 <u>(4)</u>	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.

## 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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	irector 10% Owner Officer		Other				
SHAH RASESH H 480 W.DUSSEL DRIVE MAUMEE, OH 43537	President, Rail Group							
Signatures								
Rasesh Shah, by: Mary Schroe Attorney	03/19/2015							
<u>**</u> Signature of Repo	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) Price changed due to using an incorrect value date.
- (2) Change in shares used for taxes is due to the change in price.
- Stock performance unit granted pursuant to The Andersons, Inc. plan. Units vest 100% in 27 months contingent on cumulative EPS from
   (3) 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.
- (4) 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.

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.