Andersons, Inc. Form 4/A March 19, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 Responses)

1. Name and Address of Reporting Person * SHAH RASESH H			2. Issuer Name and Symbol	5. Relationship of Reporting Person(s) to Issuer					
			Andersons, Inc.	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	1				
			(Month/Day/Year)			Di	irector _	10% Own	er
480 W.DUSSEL DRIVE			02/17/2015				officer (give title _		cify
						below)	President, R	elow)	
							r resident, K	an Group	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Ye	ear)		Applicab	ole Line)		
			02/19/2015				n filed by One Rep	•	
MAUMEE, OH	1 4353	57				Forn Person	n filed by More tha	n One Reportin	.g
(City)	(State)	(Zip)	Table I - Non	-Derivativo	e Securities Acqu	uired, D	isposed of, or Bo	eneficially Ov	vned
1.Title of Security	2	2. Transaction Date	2A. Deemed	3.	4. Securities Ac	quired	5. Amount of	6.	7. Na
(Instr. 3)	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed	of (D)	Securities	Ownership	Indir
			any	Code	(Instr. 3, 4 and 5	5)	Beneficially	Form:	Bene

						•	•	•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	(D)	Price	(msu. 3 and 4)		
COMMON STOCK	02/17/2015		J	3,581	A	\$ 45.01 (1)	42,569.091	D	
COMMON STOCK	02/17/2015		F	1,159 (2)	A	\$ 45.01	43,728.091	D	

			Held in
			Trust,
COMMON	19,648	т	Rasesh H.
STOCK	19,040	1	Shah
			Irrevocable
			Trust

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

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
SHAH RASESH H							
480 W.DUSSEL DRIVE			President, Rail Group				

Signatures

MAUMEE, OH 43537

Rasesh Shah, by: Mary Schroeder, Limited Power of Attorney 03/19/2015

**Signature of Reporting Person Date

Reporting Owners 2

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.