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

# 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

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

**OMB APPROVAL** 

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sparks Tamara Sue			2. Issuer Name <b>and</b> Ticker or Trading Symbol Andersons, Inc. [ANDE]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	First)	(Middle)	3. Date of Earliest	Transac		-			(Check all ap		
480 W DUSSEL DR.			(Month/Day/Year) 02/17/2015				Director 10% Owner Section Other (specify below) below)  VP,Corp.Relations/BusinessAnal				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 02/19/2015				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
MAUMEE, OH	43337										8
(City)	State)	(Zip)	Table I - Non	-Deriva	ativ	e Securiti	es Ac	quired, D	isposed of, or Be	eneficially Ov	vned
1.Title of Security (Instr. 3)		Transaction Date Ionth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.	8)	on(A) or D	ccurities Acquired or Disposed of (E r. 3, 4 and 5)  (A) or ount (D) Price		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)
COMMON STOCK	02	2/17/2015		J	·	708	A	\$ 45.01 (1)	8,683.55	D	
COMMON STOCK	02	2/17/2015		F		223 (2)	D	\$ 45.01 (1)	8,460.55	D	
COMMON STOCK	02	2/17/2015		J		350	A	\$ 45.01 (1)	1,060.344	I	Held by Spouse
COMMON STOCK	02	2/17/2015		F		132	D	\$ 45.01	928.344	I	Held by Spouse

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	(1)			
PERFORMANCE SHARE UNIT (2016)		285 (3)	I	Held by Spouse
PERFORMANCE SHARE UNIT (2016)		645 (3)	D	
PERFORMANCE SHARE UNIT (2017)		780 <u>(4)</u>	D	
PERFORMANCE SHARE UNIT (2017)		250 (4)	I	Held by spouse
PERFORMANCE SHARE UNIT (2018)		996 <u>(4)</u>	D	
PERFORMANCE SHARE UNIT (2018)		320 (4)	I	Held by Spouse

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

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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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SOSAR	\$ 21.83				03/01/2011	04/01/2015	COMMON STOCK	1,275
SOSAR	\$ 21.83				03/01/2011	04/01/2015	COMMON	577.5

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STOCK

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

VP,Corp.Relations/BusinessAnal

# **Signatures**

Tamara Sparks, by: Mary Schroeder, Limited Power of Attorney 03/19/2015

\*\*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) Price of the vesting changed due to utilizing 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
- (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.

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