ANDERSONS INC Form 4

August 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMITH GAR	YL	Symbol	SONS INC [ANDE]	Issuer (Check all applicable)		
(Last)	(First) (Mi	ddle) 3. Date of I	Earliest Transaction	(Check all approvate)		
480 W DUSS	SEL DR	(Month/Da 08/03/20		Director 10% OwnerX Officer (give title Other (specify below) VP Finance & Treasurer		
	(Street)	4. If Amen	ndment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(M MAUMEE, OH 43537			h/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquir Transactior(A) or Disposed of (Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pr	D) Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
COMMON STOCK	08/03/2007		S 2,000 D \$ 46.	75 15,585.509 D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	A or N of Sl
PERFORMANCE SHARE UNIT	\$ 0 <u>(1)</u>					12/31/2007	01/01/2008	COMMON STOCK	
PERFORMANCE SHARE UNIT	\$ 0 (2)					12/31/2008	01/01/2009	COMMON STOCK	
PERFORMANCE SHARE UNIT	\$ 0 (3)					12/31/2009	01/01/2010	COMMON STOCK	
SOSAR	\$ 42.08					03/01/2010	03/31/2012	COMMON STOCK	1
SOSAR	\$ 39.115					04/01/2009	04/01/2011	COMMON STOCK	(
STOCK OPTION	\$ 7.9835					01/01/2004	01/01/2009	COMMON STOCK	4
STOCK OPTION	\$ 15.5					04/01/2005	03/31/2010	COMMON STOCK	8

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg 0 m 1 m 7 m	Director	10% Owner	Officer	Other			
SMITH GARY L 480 W DUSSEL DR MAUMEE, OH 43537			VP Finance & Treasurer				
Signatures							
Gary Smith, by: Mary J. Schroed Attorney	er, Limited	Power of	08/06/2007				
**Signature of Reporti	ing Person		Da	te			

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).
- Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from (1) 1/1/2005 to 12/31/2007. 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 1/1/2006 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. Unites vest 100% in 3 years contingent on cumulative EPS from (3) 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.

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.