

ANDERSONS INC

Form 4

April 05, 2006

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Waggoner Thomas Lowell

(Last) (First) (Middle)

P O BOX 119

(Street)

MAUMEE, OH 43537

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President, Processing Group

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK                       | 01/01/2006 <sup>(1)</sup>               |                                                             | F                                    | 85                                                                  | D<br>\$<br>43.08                                                                                                   | 1,897                                                                   | D                                                                 |
| COMMON<br>STOCK                       | 04/01/2006                              |                                                             | F                                    | 80                                                                  | D<br>\$<br>78.23                                                                                                   | 1,817                                                                   | D                                                                 |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

# Edgar Filing: ANDERSONS INC - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|
| PERFORMANCE SHARE UNIT                        | \$ 0 <sup>(2)</sup>                                    |                                         |                                                       |                                   |                                                                                            | 12/31/2008 01/01/2009                                       | COMMON STOCK                                                   |
| SOSAR                                         | \$ 78.23                                               |                                         |                                                       |                                   |                                                                                            | 04/01/2009 04/01/2011                                       | COMMON STOCK                                                   |
| STOCK OPTION                                  | \$ 10                                                  |                                         |                                                       |                                   |                                                                                            | 01/01/2002 01/01/2007                                       | COMMON STOCK                                                   |
| STOCK OPTION                                  | \$ 12.7                                                |                                         |                                                       |                                   |                                                                                            | 01/01/2003 01/01/2008                                       | COMMON STOCK                                                   |
| STOCK OPTION                                  | \$ 15.967                                              |                                         |                                                       |                                   |                                                                                            | 01/01/2004 01/01/2009                                       | COMMON STOCK                                                   |
| STOCK OPTION                                  | \$ 31                                                  |                                         |                                                       |                                   |                                                                                            | 04/01/2005 03/31/2010                                       | COMMON STOCK                                                   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                             |       |
|-----------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                     | Other |
| Waggoner Thomas Lowell<br>P O BOX 119<br>MAUMEE, OH 43537 |               |           | President, Processing Group |       |

## Signatures

Thomas L. Waggoner, by: Gary Smith, Limited Power of Attorney  
 Date: 04/05/2006  
 \*\*Signature of Reporting Person

## 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) Transaction occurred 1/1/2006; however, no filing made at that time. Payment of taxes with shares.

Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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