

ANDERSONS INC
Form 4
December 04, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOX PHILIP C

(Last) (First) (Middle)

480 W DUSSEL DR

(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)
07/07/2006

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)

Vice President Corporate Plng

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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	(A) or (D)	Price		
COMMON STOCK	07/07/2006		J ⁽¹⁾		1.721	A	\$ 41.12	9,066.343	D
COMMON STOCK	07/24/2006		J ⁽¹⁾		2.119	A	\$ 36.98	9,068.462	D
COMMON STOCK	08/04/2006		J ⁽¹⁾		1.815	A	\$ 38.99	9,070.277	D
COMMON STOCK	08/18/2006		J ⁽¹⁾		1.942	A	\$ 36.44	9,072.219	D
COMMON STOCK	09/01/2006		J ⁽¹⁾		1.698	A	\$ 41.68	9,073.917	D

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COMMON STOCK	09/15/2006	J ⁽¹⁾	1.707	A	\$ 37.69	9,075.624	D
COMMON STOCK	09/29/2006	J ⁽¹⁾	2.257	A	\$ 33.67	9,077.881	D
COMMON STOCK	10/13/2006	J ⁽¹⁾	1.914	A	\$ 36.97	9,079.795	D
COMMON STOCK	10/23/2006	J ⁽¹⁾	0.214	A	\$ 37.8	9,080.009	D
COMMON STOCK	10/27/2006	J ⁽¹⁾	1.866	A	\$ 37.93	9,081.875	D
COMMON STOCK	12/04/2006	S	500	D	\$ 40.678	10,258.875	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.

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PERFORMANCE SHARE UNIT	\$ 0 ⁽²⁾					12/31/2007	01/01/2008	COMMON STOCK	3
PERFORMANCE SHARE UNIT	\$ 0 ⁽³⁾					12/31/2008	01/01/2009	COMMON STOCK	3
SOSAR	\$ 39.115					04/01/2009	04/01/2011	COMMON STOCK	3
STOCK OPTION	\$ 6.35					01/01/2003	01/01/2008	COMMON STOCK	3
STOCK OPTION	\$ 7.9835					01/01/2004	01/01/2009	COMMON STOCK	3

STOCK OPTION \$ 15.5

04/01/2005 03/31/2010

COMMON
STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOX PHILIP C 480 W DUSSEL DR MAUMEE, OH 43537	Vice President Corporate Plng

Signatures

Philip Fox 12/04/2006

 **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) Acquisition pursuant to Rule 16b-3(c)

Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
(2) 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
(3) 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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