

Andersons, Inc.  
Form 4  
June 21, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sparks Tamara Sue

(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)  
07/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP,Corp.Relations/BusinessAnal

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| COMMON STOCK                    | 07/22/2013                           |  | J <sup>(1)</sup>               | 3.9206 A \$ 58.889  | 4,625.9506  | D  |   |
| COMMON STOCK                    | 10/22/2013                           |  | J <sup>(1)</sup>               | 3.6621 A \$ 72.6116   | 4,344.6127  | D  |   |
| COMMON STOCK                    | 01/23/2014                           |  | J <sup>(1)</sup>               | 3.2125 A \$ 85.55   | 4,239.8252  | D  |   |
| COMMON STOCK                    | 02/18/2014                           |  | J <sup>(2)</sup>               | 5.3976 A \$ 0   | 4,245.2228  | D  |   |
| COMMON STOCK                    | 04/22/2014                           |  | J <sup>(1)</sup>               | 4.2552 A \$ 63.7266   | 7,297.998   | D  |   |

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|                                     |            |              |        |   |            |                      |   |                |
|-------------------------------------|------------|--------------|--------|---|------------|----------------------|---|----------------|
| COMMON STOCK                        | 07/22/2014 | <u>J</u> (1) | 4.8447 | A | \$ 56.07   | 7,302.8427           | D |                |
| COMMON STOCK                        | 10/06/2014 | S            | 0.2927 | D | \$ 62.46   | 7,302.55             | D |                |
| COMMON STOCK                        | 10/22/2014 | <u>J</u> (1) | 2.4317 | A | \$ 59.7101 | 7,304.9817           | D |                |
| COMMON STOCK                        | 01/22/2015 | <u>J</u> (1) | 3.941  | A | \$ 46.8918 | 8,006.9227           | D |                |
| COMMON STOCK                        | 04/22/2015 | <u>J</u> (1) | 1.1958 | A | \$ 42.85   | 10,606.5285          | D |                |
| COMMON STOCK                        | 07/22/2015 | <u>J</u> (1) | 1.41   | A | \$ 36.42   | 10,607.9385          | D |                |
| COMMON STOCK                        | 10/22/2015 | <u>J</u> (1) | 1.4212 | A | \$ 35.9566 | 10,609.3597          | D |                |
| COMMON STOCK                        | 01/25/2016 | <u>J</u> (1) | 2.1207 | A | \$ 26.6794 | 10,462.4804          | D |                |
| COMMON STOCK                        | 04/22/2016 | <u>J</u> (1) | 0.5941 | A | \$ 33.6633 | 11,648.0745          | D |                |
| COMMON STOCK                        |            |              |        |   |            | 1,483.344            | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (2017)       |            |              |        |   |            | 780 <sup>(3)</sup>   | D |                |
| PERFORMANCE SHARE UNIT (2017)       |            |              |        |   |            | 250 <sup>(3)</sup>   | I | Held by spouse |
| PERFORMANCE SHARE UNIT (2018)       |            |              |        |   |            | 996 <sup>(3)</sup>   | D |                |
| PERFORMANCE SHARE UNIT (2018)       |            |              |        |   |            | 320 <sup>(3)</sup>   | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (EPS) (2019) |            |              |        |   |            | 1,186 <sup>(3)</sup> | D |                |
| PERFORMANCE SHARE UNIT (EPS) (2019) |            |              |        |   |            | 272 <sup>(3)</sup>   | I | Held by Spouse |
| PERFORMANCE SHARE UNIT (TSR) (2019) |            |              |        |   |            | 1,186 <sup>(4)</sup> | D |                |
|                                     |            |              |        |   |            | 272 <sup>(4)</sup>   | I |                |

PERFORMANCE  
SHARE UNIT  
(TSR) (2019)

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) | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Sparks Tamara Sue<br>480 W DUSSEL DR.<br>MAUMEE, OH 43537 |               |           | VP,Corp.Relations/BusinessAnal |       |

## Signatures

Tamara Sparks  
06/20/2016  
\*\*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) Reinvestment of dividend - No form filed at that time.
- (2) Shares received as a result of a 3-for-2 stock split on February 18, 2014. No form filed at that time.

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- (3) 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.

Stock performance unit (TSR) granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on the Company's

(4) annualized total shareholder return. Number of underlying shares are based upon the level of satisfaction of the total shareholder return 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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