FOX PHILIP C Form 4

November 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

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

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * FOX PHILIP C			2. Issuer Name and Ticker or Trading Symbol ANDERSONS INC [ANDE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
480 W DUSS	FI DR		(Month/Day/Year) 04/01/2005	Director 10% Owner X_ Officer (give title Other (specify
400 W DC55	LL DK		04/01/2003	below) below) Vice President Corporate Plng
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person
MAUMEE, OH 43537				Form filed by More than One Reporting Person

MAUMEE, OH 43537

(City)	(State) (Zi	p) Table 1	I - Non-De	rivative S	ecurit	ies Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (D) Following or Indirect	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	04/01/2005		J(1)	2.393	A	\$ 31.87	3,231.245	D	
COMMON STOCK	04/15/2005		<u>J(1)</u>	2.668	A	\$ 28.58	3,233.913	D	
COMMON STOCK	04/22/2005		<u>J(1)</u>	0.078	A	\$ 30.13	3,233.991	D	
COMMON STOCK	04/29/2005		<u>J(1)</u>	2.814	A	\$ 27.1	3,236.805	D	
COMMON STOCK	05/13/2005		<u>J(1)</u>	2.537	A	\$ 30.06	3,239.342	D	

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COMMON STOCK	06/03/2005	J <u>(1)</u>	2.436	A	\$ 31.31	3,241.778	D
COMMON STOCK	06/17/2005	J <u>(1)</u>	2.195	A	\$ 34.74	3,243.973	D
COMMON STOCK	07/01/2005	J <u>(1)</u>	2.116	A	\$ 36.04	3,246.089	D
COMMON STOCK	07/15/2005	J <u>(1)</u>	1.904	A	\$ 40.05	3,247.993	D
COMMON STOCK	07/22/2005	J <u>(1)</u>	0.094	A	\$ 40.21	3,248.087	D
COMMON STOCK	07/29/2005	J <u>(1)</u>	1.838	A	\$ 41.49	3,249.925	D
COMMON STOCK	08/19/2005	J <u>(1)</u>	2.087	A	\$ 36.54	3,252.012	D
COMMON STOCK	09/02/2005	<u>J(1)</u>	2.444	A	\$ 31.2	3,254.456	D
COMMON STOCK	09/16/2005	J <u>(1)</u>	2.647	A	\$ 28.81	3,257.103	D
COMMON STOCK	09/30/2005	J <u>(1)</u>	2.651	A	\$ 28.77	3,259.754	D
COMMON STOCK	10/14/2005	J <u>(1)</u>	2.78	A	\$ 27.43	3,262.534	D
COMMON STOCK	10/24/2005	J <u>(1)</u>	0.167	A	\$ 29.28	3,262.701	D

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or	7. Title and Amou Underlying Securi (Instr. 3 and 4)
				Code V	Disposed of (D) (Instr. 3, 4, and 5) (A) (D)	Title

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		Date Exercisable	Expiration Date	
PERFORMANCE SHARE UNIT	\$ 0 <u>(2)</u>	12/31/2007	01/01/2008	COMMON STOCK
STOCK OPTION	\$ 8.625	01/01/2001	01/01/2006	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
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Director 10% Owner Officer Other

FOX PHILIP C 480 W DUSSEL DR MAUMEE, OH 43537

Vice President Corporate Plng

Signatures

Philip Fox 11/09/2005

**Signature of Person Date

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) 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.

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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