

ANDERSON DANIEL T
Form 4
June 30, 2006

FORM 4

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

OMB APPROVAL

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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 *
ANDERSON DANIEL T

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)
480 W DUSSEL DR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Retail

MAUMEE, OH 43537

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 06/28/2006 | | J ⁽¹⁾ | | 136,853 | A | \$ 0 <u>(1)</u> | 273,706 | D | |
| COMMON STOCK | 06/28/2006 | | J ⁽¹⁾ | | 12,914 | A | \$ 0 <u>(1)</u> | 25,828 | I | HELD BY RICHARD P. ANDERSON LLC |
| COMMON STOCK | 06/28/2006 | | J ⁽¹⁾ | | 14,862 | A | \$ 0 <u>(1)</u> | 29,724 | I | LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON |

LLC

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽²⁾ | 06/28/2006 | | J ⁽³⁾ | 1,710 | 12/31/2007 | 01/01/2008 | COMMON STOCK |
| PERFORMANCE SHARE UNIT | \$ 0 ⁽⁴⁾ | 06/28/2006 | | J ⁽³⁾ | 1,110 | 12/31/2008 | 01/01/2009 | COMMON STOCK |
| SOSAR | \$ 39.115 ⁽⁵⁾ | 06/28/2006 | | J ⁽⁵⁾ | 6,660 | 04/01/2009 | 04/01/2011 | COMMON STOCK |
| STOCK OPTION | \$ 6.35 ⁽⁵⁾ | 06/28/2006 | | J ⁽⁵⁾ | 8,000 | 01/01/2003 | 01/01/2008 | COMMON STOCK |
| STOCK OPTION | \$ 7.9835 ⁽⁵⁾ | 06/28/2006 | | J ⁽⁵⁾ | 11,500 | 01/01/2004 | 01/01/2009 | COMMON STOCK |
| STOCK OPTION | \$ 15.5 ⁽⁵⁾ | 06/28/2006 | | J ⁽⁵⁾ | 9,000 | 04/01/2005 | 03/31/2010 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON DANIEL T 480 W DUSSEL DR MAUMEE, OH 43537 | | | President, Retail | |

Signatures

Daniel T. Anderson, by: Gary Smith, Limited Power of Attorney

06/30/2006

__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) Represents shares received following a 2-for-1 stock split on June 28, 2006
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.
 - (3) As result of 2-for-1 stock split on June 28,2006, PSUs have increased as noted.
Stock Performance Unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS from
 - (4) 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.
 - (5) As a result of a 2-for-1 stock split on June 28, 2006, the option shares have increased as noted and the exercise price has been adjusted to one-half of the previously reported exercise price.

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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