Andersons, Inc. Form 4 January 06, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

SHARE UNIT (TSR) (2019)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Blanchett Valerie M			Symbol Andersons, Inc. [ANDE]			Issuer					
(Last) (F	irst)	(Middle)	3. Date of Earliest Transaction (Check all applicable)								
P O BOX 119			(Month/Day/Year) 01/06/2017				_X_ below)	Director 10% Owner X Officer (give title Other (specify below) Vice President, Human Resource			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				Applica _X_ Fo	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MAUMEE, OH 43537							Form filed by More than One Reporting Person				
(City) (S	tate)	(Zip)	Table I - Non	-Derivativ	e Securiti	es Acq	juired, l	Disposed of, or I	Beneficially C	Owned	
1.Title of Security (Instr. 3)		nsaction Date h/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	ispose	d of	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)	
COMMON STOCK	01/06	5/2017		J <u>(1)</u>	38.1	A	\$ 44.7	8,864.1	D		
COMMON STOCK	01/06	5/2017		F	1,060	D	\$ 44.7	7,804.1	D		
PERFORMANCE SHARE UNIT (EPS) (2019)								2,564 (2)	D		
PERFORMANCE	3										

OMB APPROVAL

3235-0287

January 31,

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

 $2,564 \frac{(3)}{}$

D

Estimated average

burden hours per

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration e Date	Title	or	
									Number	
				G 1 1	7 (4) (5)				of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blanchett Valerie M P O BOX 119 MAUMEE, OH 43537

Vice President, Human Resource

Signatures

Valerie M. Blanchett, By: Mary Schroder, Limited Power of Attorney

01/06/2017

**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) Dividend equivalent received.
- (2) 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 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. 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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