

ANDERSONS INC
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

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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 *
ANDERSON MICHAEL J

(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)
01/24/2005

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)
President and CEO

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)			
			Code	V	Amount	(D)	Price			
COMMON STOCK	01/24/2005		J ⁽¹⁾		37.012	A	\$ 25.04	82,277.104	D	
COMMON STOCK	02/09/2005		F		5,117	D	\$ 31.87	77,160.104	D	
COMMON STOCK	02/09/2005		M		10,000	A	\$ 8.625	87,160.104	D	
COMMON STOCK								51,546	I	Mrs. Carol H. Anderson-spouse
COMMON STOCK								6,482	I	Michael J. Anderson, Jr. UGMA

COMMON STOCK	6,982	I	Laura J. Anderson, UGMA
COMMON STOCK	6,982	I	Colin J. Anderson, UGMA

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
STOCK OPTION	\$ 8.625	02/09/2005		M	10,000	01/01/2001	01/01/2006	COMMON STOCK	10,000
STOCK OPTION	\$ 8.875					01/02/1997	01/02/2007	COMMON STOCK	6,761
STOCK OPTION	\$ 8.875					01/01/1998	01/01/2008	COMMON STOCK	5,071
STOCK OPTION	\$ 10					01/01/2002	01/01/2007	COMMON STOCK	30,000
STOCK OPTION	\$ 10					01/01/2002	01/01/2012	COMMON STOCK	10,000
STOCK OPTION	\$ 12.7					01/01/2003	01/01/2008	COMMON STOCK	35,000
STOCK OPTION	\$ 15.967					01/01/2004	01/01/2009	COMMON STOCK	33,500

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

ANDERSON MICHAEL J
480 W DUSSEL DR
MAUMEE, OH 43537

X

President and CEO

Signatures

MICHAEL J. ANDERSON, By Gary Smith, Limited Power of
Attorney

02/11/2005

__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)

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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