

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-28**  
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### REPORTING OWNER

#### **SULLIVAN CHARLES A**

CIK: **1201407**

Type: **4** | Act: **34** | File No.: **000-20557** | Film No.: **081048872**

Mailing Address  
C/O INTERSTATE BAKERIES  
CORP  
12 EAST ARMOUR BLVD  
KANSAS CITY MO 64111

### ISSUER

#### **ANDERSONS INC**

CIK: **821026** | IRS No.: **341562374** | State of Incorpor.: **OH** | Fiscal Year End: **1231**  
SIC: **5150** Farm product raw materials

Mailing Address  
480 W DUSSEL DR  
MAUMEE OH 43537

Business Address  
480 W DUSSEL DR  
MAUMEE OH 43537  
4198935050

# 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

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. Name and Address of Reporting Person <b>SULLIVAN CHARLES A</b>			2. Issuer Name and Ticker or Trading Symbol <b>ANDERSONS INC [ANDE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/28/2008</b>					
480 W DUSSEL DR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
MAUMEE, OH 43537								
(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	08/28/2008		S		3,245	D	\$45.5068	16,330	D	
COMMON STOCK	08/28/2008		S		4,200	D	\$45.5068	13,300	I	Held by Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
SOSAR	\$39.115						04/01/2009	04/01/2011	COMMON STOCK	6,600	6,600	D	
SOSAR	\$42.08						03/01/2010	03/31/2012	COMMON STOCK	3,300	3,300	D	
SOSAR	\$46.26						03/01/2009	04/01/2013	COMMON STOCK	3,200	3,200	D	

STOCK OPTION	\$7.9835						01/01/2005	01/01/2009	COMMON STOCK	4,200		4,200	D	
STOCK OPTION	\$15.5						04/01/2006	03/31/2010	COMMON STOCK	6,000		6,000	D	

**Signatures**

Charles A Sullivan, by: Gary Smith, Limited Power of Attorney

08/29/2008

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

LIMITED POWER OF ATTORNEY

Know all men by these presents, that I, Charles A. Sullivan, the undersigned, of 2120 W. 117th St. (address), City of Leawood, County of Johnson, State of KS, hereby make, constitute and appoint each of Gary L. Smith, Mary J. Schroeder, or Nicholas C. Conrad, each of The Andersons, Inc., 480 W. Dussel Drive, Maumee, Ohio, 43537 my true and lawful limited attorney-in-fact for me and in my name, place and stead giving severally unto said Gary L. Smith, Mary J. Schroeder, and Nicholas C. Conrad full power individually to (i) execute and to file with the Securities and Exchange Commission ("SEC") as my limited attorney-in-fact, any and all SEC Forms 3, 4, 5 or 144 required to be filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, and (ii) execute and deliver any all exercise orders, certificates, commitments and other agreements necessary or appropriate in connection with any exercise of my stock options for shares in The Andersons, Inc., do any all other acts to effectuate the foregoing, and execute and submit all SEC filings necessary or appropriate in connection therewith, in connection with my beneficial ownership of equity securities of The Andersons, Inc., or options for such equity securities, for the calendar years 2008 and 2009.

The rights, powers, and authority of each limited attorney-in-fact herein granted shall commence and be in full force and effect as of the date hereof; and such rights, powers, and authority shall remain in full force and effect thereafter through and including January 7, 2010.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this   7th   day of  December ,  2007 .

 Charles A. Sullivan   
Name

STATE OF Missouri )  
                          ) ss  
COUNTY OF Jackson )

On this  7th  day of  December ,  2007 , before me a notary public in and for said state, personally appeared  Charles A. Sullivan , to me personally known, who being duly sworn, acknowledged that he/she had executed the foregoing instrument for purposes therein mentioned and set forth.

 Mary A. Flowers   
Notary Public

My Commission Expires:  
 10/02/09