

Goetz Tamara Sue
Form 4
January 07, 2019

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 *
Goetz Tamara Sue

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)
1947 BRIARFIELD BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP,Corp.Relations/BusinessAnal

(Street)
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

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)
				(A) or (D) Code V Amount (D) Price			
COMMON STOCK	01/03/2019		F	375 D \$ 29.89	12,573.1131	D	
COMMON STOCK	01/04/2019		A	46.2 A \$ 0	12,619.3131	D	
COMMON STOCK	01/03/2019		F	82 D \$ 29.89	1,745.044	I	Held by Spouse
COMMON STOCK	01/04/2019		A	10.3 A \$ 0	1,755.344	I	Held by Spouse
PERFORMANCE SHARE UNIT (TSR) (2021)					1,144 ⁽¹⁾	D	

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PERFORMANCE SHARE UNIT (TSR) (2021)	222 <u>(1)</u>	I	Held by Spouse
PERFORMANCE SHARE UNIT (TSR) (2020)	190 <u>(1)</u>	I	Held By Spouse
PERFORMANCE SHARE UNIT (TSR) (2020)	836 <u>(1)</u>	D	
PERFORMANCE SHARE UNIT (TSR) (2019)	272 <u>(1)</u>	I	Held by Spouse
PERFORMANCE SHARE UNIT (TSR) (2019)	1,186 <u>(1)</u>	D	
PERFORMANCE SHARE UNIT (EPS) (2021)	222 <u>(2)</u>	I	Held by Spouse
PERFORMANCE SHARE UNIT (EPS) (2021)	1,144 <u>(2)</u>	D	
PERFORMANCE SHARE UNIT (EPS) (2020)	190 <u>(2)</u>	I	Held By Spouse
PERFORMANCE SHARE UNIT (EPS) (2020)	836 <u>(2)</u>	D	
PERFORMANCE SHARE UNIT (EPS) (2019)	272 <u>(2)</u>	I	Held by Spouse
PERFORMANCE SHARE UNIT (EPS) (2019)	1,186 <u>(2)</u>	D	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivatives Secured
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Beneficial Ownership Following Reported Transaction (Instr. 5)
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goetz Tamara Sue 1947 BRIARFIELD BLVD. MAUMEE, OH 43537			VP,Corp.Relations/BusinessAnal	

Signatures

Tamara Goetz, by Melissa Trippel, Limited Power of Attorney

01/07/2019

**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) 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.

(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.

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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