

Rex Anne G
 Form 4
 February 21, 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 *
 Rex Anne G

(Last) (First) (Middle)
 1947 BRIARFIELD BLVD.
 (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)
 02/20/2019

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)
 VP & Corporate Controller

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 | (A) or (D) | Price |
| COMMON STOCK | 02/20/2019 | | J ⁽¹⁾ | | 82 | A | \$ 35.24 |
| COMMON STOCK | 02/20/2019 | | F | | 29 | D | \$ 35.24 |
| PERFORMANCE SHARE UNIT (TSR) (2019) | 02/20/2019 | | J ⁽²⁾ | | 1,677 | D | \$ 0 77 |
| PERFORMANCE SHARE UNIT (TSR) (2019) | 02/20/2019 | | J ⁽³⁾ | | 5 | A | \$ 0 82 |
| | 02/20/2019 | | J ⁽⁴⁾ | | 82 | D | \$ 0 0 |

| | | |
|---|----------------------|---|
| PERFORMANCE SHARE UNIT (TSR) (2019) | | |
| PERFORMANCE SHARE UNIT (TSR) (2020) | 1,270 ⁽⁵⁾ | D |
| PERFORMANCE SHARE UNIT (TSR) (2021) | 1,498 ⁽⁵⁾ | D |
| PERFORMANCE SHARE UNIT (EPS) (2021) | 1,498 ⁽⁶⁾ | D |
| PERFORMANCE SHARE UNIT (EPS) (2020) | 1,270 ⁽⁶⁾ | D |
| PERFORMANCE SHARE UNIT (EPS) (2019) | 1,754 ⁽⁶⁾ | 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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

Rex Anne G
1947 BRIARFIELD BLVD.
MAUMEE, OH 43537

VP & Corporate Controller

Signatures

Anne G. Rex, by: Melissa Trippel, Limited Power of
Attorney

02/21/2019

__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) Shares received from vesting of PSU (Performance Share Unit). Agreement allows 75 days from performance end date to issue shares.
- (2) PSU Vesting for fewer than originally allocated shares. Excess shares are being cancelled.
- (3) Dividend equivalent received.
- (4) PSU Vested.
Stock performance unit (TSR) granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on the Company's
- (5) annualized total shareholder return. Number of underlying shares are based upon the level of satisfaction of the total shareholder return for the performance period.
- (6) 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. 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.