KRAUS PAUL M Form 4

Form 4 June 30, 2006

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Section 16.
Form 4 or
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

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** KRAUS PAUL M | | | 2. Issuer Name and Ticker or Trading Symbol ANDERSONS INC [ANDE] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|-----------|--|--|---|--|--|--|
| (Last) | | | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 480 W DUSSEL DR | | | (Month/Day/Year) 02/07/2002 | _X_ Director 10% Owner Officer (give title Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| MAUMEE, OH 43537 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| THE COULDE, | 011 13331 | | | Person | | | |

| (City) | (State) (Z | ip) Table | I - Non-De | rivative So | ecuriti | es Acquii | red, Disposed of, | or Beneficial | ly 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. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D) | 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 | 02/07/2002(1) | | G | 108 | D D | \$ 10 | 55,515 | D | |
| COMMON STOCK | 06/28/2006 | | J <u>(2)</u> | 49,900 | A | \$ 0 (2) | 99,800 | D | |
| COMMON STOCK | 02/07/2002(1) | | G | 108 | D | \$ 10 | 55,450 | I | MRS. CAROL A. KRAUS, SPOUSE |
| COMMON STOCK | 02/19/2004(3) | | S | 1,000 | D | \$ 19.52 | 54,450 | I | MRS. CAROL A. |

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| | | | | | | | | KRAUS, SPOUSE |
|-----------------|---------------|--------------|--------|---|-------------|--------|---|---|
| COMMON STOCK | 02/26/2004(3) | S | 1,000 | D | \$ 19.48 | 53,450 | I | MRS. CAROL A. KRAUS, SPOUSE |
| COMMON STOCK | 03/04/2004(3) | S | 1,000 | D | \$ 19.8 | 52,450 | I | MRS. CAROL A. KRAUS, SPOUSE |
| COMMON STOCK | 06/28/2006 | J <u>(3)</u> | 46,650 | A | \$ 0 (3) | 93,300 | I | MRS. CAROL A. KRAUS, SPOUSE |

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.

SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

| 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. Transactic Code (Instr. 8) | 5. Number proof 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) | |
|---|---|---|---|--|--|--|-----------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SOSAR | \$ 39.115 (4) | 06/28/2006 | | J <u>(4)</u> | 3,300 | 04/01/2009 | 04/01/2011 | COMMON STOCK | 3,300 |
| STOCK OPTION | \$ 5 (4) | 06/28/2006 | | J <u>(4)</u> | 1,380 | 01/01/2002 | 01/01/2007 | COMMON STOCK | 1,380 |
| STOCK OPTION | \$ 6.35 (4) | 06/28/2006 | | J <u>(4)</u> | 2,100 | 01/01/2003 | 01/01/2008 | COMMON STOCK | 2,100 |
| STOCK OPTION | \$ 7.9835 (4) | 06/28/2006 | | J <u>(4)</u> | 2,100 | 01/01/2005 | 01/01/2009 | COMMON STOCK | 2,100 |

STOCK OPTION

\$ 15.5 (4)

06/28/2006

 $J_{\underline{(4)}}$ 3,000

04/01/2006 03/31/2010

COMMON STOCK

3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRAUS PAUL M

480 W DUSSEL DR X

MAUMEE, OH 43537

Signatures

Paul M. Kraus, by: Gary Smith, Limited Power of

Attorney

06/30/2006

**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) Gift of shares no filing made at that date.
- (2) Represents shares received following a 2-for-1 stock split on June 28, 2006
- (3) Sale of Shares no filing made at that date.
- (4) As a result of a 2-for-1 stock split on June 28, 2006, the option shares have increased as noted and the exercise price has been adjusted to one-half of the previously reported exercise price.

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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