

GARTZKE DAVID G
Form 4
November 07, 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 *
GARTZKE DAVID G

(Last) (First) (Middle)
13085 HAMILTON CROSSING
BLVD.

(Street)

CARMEL, IN 46032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADESA INC [KAR]

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2005

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)
Chairman, President & 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	11/03/2005		M		3,941	A	\$ 17.14
Common Stock, par value \$.01 per share	11/03/2005		S		3,941	D	\$ 21.79
Common stock, par value \$.01 per share					13,141	I	By SERP

Common Stock, par value \$.01 per share 21,107 I By Spouse

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

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SEC 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units convertible to Common Stock	\$ 0					(1)	(2)	Common Stock, par value \$.01 per share	41,497
Restricted Stock Units convertible to Common Stock	\$ 0					(1)	(2)	Common Stock, par value \$.01 per share	5,968
Option to Purchase Common Stock, par value \$.01 per share	\$ 13.26					(3)	01/02/2008	Common Stock, par value \$.01 per share	10,128
Option to Purchase Common Stock, par value \$.01 per share	\$ 13.46					(4)	01/04/2009	Common Stock, par value \$.01 per share	33,443
	\$ 14.49					(5)	01/02/2011		27,526

Option to Purchase Common Stock, par value \$.01 per share								Common Stock, par value \$.01 per share	
Option to Purchase Common Stock, par value \$.01 per share	\$ 15.75					(6)	01/02/2012	Common Stock, par value \$.01 per share	126,511
Option to Purchase Common Stock, par value \$.01 per share	\$ 17.14	11/03/2005		M	3,941	(7)	01/02/2006	Common Stock, par value \$.01 per share	3,941
Option to Purchase Common Stock, par value \$.01 per share	\$ 17.14					(7)	01/03/2010	Common Stock, par value \$.01 per share	15,742
Option to Purchase Common Stock, par value \$.01 per share	\$ 12.58					(8)	02/03/2013	Common Stock, par value \$.01 per share	121,006
Option to Purchase Common Stock, par value \$.01 per share	\$ 24					(9)	06/16/2010	Common Stock, par value \$.01 per share	663,950
Dividend Equivalent Rights	(10)					(11)	(2)	Common Stock, par value \$.01 per share	139.869

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARTZKE DAVID G

13085 HAMILTON CROSSING BLVD. X
CARMEL, IN 46032

Chairman, President & CEO

Signatures

Michelle Mallon for David G.

Gartzke

11/07/2005

__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) Restricted Stock Units vest on the third anniversary of the date of grant, provided that the executive is employed by ADESA, Inc. on such date at which time they will be converted into shares of ADESA, Inc. common stock or cash, at the election of ADESA, Inc.
- (2) N/A
- (3) One-half (1/2) of the total grant vested and became exercisable on January 2, 1999 and the remaining one-half (1/2) of the grant vested and became exercisable on January 2, 2000.
- (4) One-half (1/2) of the total grant vested and became exercisable on January 4, 1999 and the remaining one-half (1/2) of the grant vested and became exercisable on January 4, 2000.
- (5) One-half (1/2) of the total grant vested and became exercisable on January 2, 2002 and the remaining one-half (1/2) of the grant vested and became exercisable on January 2, 2003.
- (6) One-half (1/2) of the total grant vested and became exercisable on January 2, 2003 and the remaining one-half (1/2) of the grant vested and became exercisable on January 2, 2004.
- (7) The grant vested and became exercisable on March 18, 2003.
- (8) One-half (1/2) of the total grant vested and became exercisable on February 3, 2004 and the remaining one-half (1/2) of the grant vested and became exercisable on February 3, 2005.
- (9) Options vest and become exercisable with respect to one-third (1/3) of the total grant on each of the first three anniversaries of the date of grant, provided that the executive is employed by ADESA, Inc. on such date.
- (10) 1-for-1
- (11) The dividend equivalent rights accrued on Restricted Stock Units granted on 6/16/04 and vest with those Restricted Stock Units.

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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