

HALLETT JAMES P
Form 4
March 17, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HALLETT JAMES P

(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)
03/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Common Stock, par value \$.01 per share				(A) or (D) Price	47,936.393	D	

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Dividend Equivalent Rights	<u>(8)</u>	03/15/2005		A	53.309	<u>(9)</u> <u>(7)</u>	Common Stock, par value \$0.01 per share 53,309
Restricted Stock Units convertible to Common Stock	\$ 0					<u>(6)</u> <u>(7)</u>	Common Stock, par value \$0.01 per share 16,599
Restricted Stock Units convertible to Common Stock	\$ 0					<u>(6)</u> <u>(7)</u>	Common Stock, par value \$0.01 per share 2,956
Option to Purchase Common Stock, par value \$0.01 per share	\$ 24					<u>(1)</u> 06/16/2010	Common Stock, par value \$0.01 per share 265,580
Option to Purchase Common Stock, par value \$0.01 per share	\$ 13.26					<u>(2)</u> 01/02/2008	Common Stock, par value \$0.01 per share 12,196
Option to Purchase Common Stock, par value \$0.01 per share	\$ 13.46					<u>(3)</u> 01/04/2009	Common Stock, par value \$0.01 per share 42,397
Option to Purchase	\$ 14.49					<u>(4)</u> 01/02/2011	Common Stock, par 31,548

Common
Stock, par
value \$.01
per share

value
\$.01 per
share

Option to
Purchase
Common
Stock, par
value \$.01
per share

\$ 15.75

(5)

01/02/2012

Common
Stock, par
value
\$.01 per
share

69,292

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALLETT JAMES P 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032			EVP	

Signatures

Michelle Mallon for James P.
Hallett

03/17/2005

**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) 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.
- (2) 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.
- (3) One-half (1/2) of the total grant vested and became exercisable on January 4, 2000 and the remaining one-half (1/2) of the grant vested and became exercisable on January 4, 2001.
- (4) 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.
- (5) 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.
- (6) Restricted Stock Units vest on the third anniversary if 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.
- (7) N/A
- (8) 1-for-1
- (9) The dividend equivalent rights accrued on Restricted Stock Units granted on 6/16/04 and vest with those Restricted Stock Units.
- (10) Includes December 2004 dividend.

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.