

ADESA INC
Form 4
March 17, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Warner Brian J

(Last) (First) (Middle)

**13085 HAMILTON CROSSING
BLVD., SUITE 500**

(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)
03/15/2006

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) below)

Vice President

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)
Common Stock, par value \$.01 per share			Code V	Amount (D) Price	2,611	D	

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

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information contained in this form are not
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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 Shares
Option to Purchase Common Stock, par value \$.01 per share	\$ 24							(1)	06/15/2010	Common Stock, par value \$.01 per share	106,2
Restricted Stock Units convertible to Common Stock	\$ 0							06/15/2007	(3)	Common Stock, par value \$.01 per share	6,64
Restricted Stock Units convertible to Common Stock	\$ 0							(2)	(3)	Common Stock, par value \$.01 per share	2,43
Restricted Stock Units convertible to Common Stock	\$ 0							(6)	(3)	Common Stock, par value \$.01 per share	419
Dividend Equivalent Rights	(4)	03/15/2006		A		19.783		(5)	(3)	Common Stock, par value \$.01 per share	19.78

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Warner Brian J 13085 HAMILTON CROSSING BLVD. SUITE 500	Vice President

CARMEL, IN 46032

Signatures

Rebecca C. Polak for Brian J.
Warner

03/17/2006

__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) 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 (6/15/04), provided that the executive is employed by ADESA, Inc. on such date.
- (2) Restricted Stock Units vest on the third anniversary of the date of grant (2/15/05), provided that the executive is employed by ADESA, Inc. on such date at which time they will be converted to shares of ADESA, Inc. common stock or cash, at the election of ADESA, Inc.
- (3) N/A
- (4) 1 for 1
- (5) The dividend equivalent rights accrued on Restricted Stock Units granted on 6/16/04 and vest with those Restricted Stock Units.
- (6) Restricted Stock Units vest on the third anniversary date of the 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.

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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