

ADESA INC  
Form 4  
June 19, 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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HITCHCOCK CAMERON**

(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)

**06/15/2006**

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)

EVP, CFO and Pres. of DSG

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<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.01<br>per share |                                         |                                                             | Code V                               | Amount (D) Price                                                           | 7,630.381                                                                                                          | 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  
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number.**

SEC 1474  
(9-02)

# Edgar Filing: ADESA INC - Form 4

**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                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(1)</u>                                                    | <u>(2)</u>      | Common Stock, par value \$.01 per share | 16,599                     |
| Restricted Stock Units convertible to Common Stock         | \$ 0                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(1)</u>                                                    | <u>(2)</u>      | Common Stock, par value \$.01 per share | 2,356                      |
| Option to Purchase Common Stock, par value \$.01 per share | \$ 24                                                  |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(3)</u>                                                    | 06/16/2010      | Common Stock, par value \$.01 per share | 265,580                    |
| Restricted Stock Units convertible to Common Stock         | \$ 0                                                   |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(1)</u>                                                    | <u>(2)</u>      | Common Stock, par value \$.01 per share | 1,535                      |
| Dividend Equivalent Rights                                 | <u>(4)</u>                                             | 06/15/2006                           |                                                    | A                              | 60.93                                                                                   |                                                          |     | <u>(5)</u>                                                    | <u>(2)</u>      | Common Stock, par value \$.01 per share | 60.93                      |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships                    |
|----------------------------------------------------|----------------------------------|
|                                                    | Director 10% Owner Officer Other |
| HITCHCOCK CAMERON<br>13085 HAMILTON CROSSING BLVD. | EVP, CFO and Pres. of DSG        |

CARMEL, IN 46032

## Signatures

Michelle Mallon

06/19/2006

\_\_\_\_\_  
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) 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) Options are fully vested and immediately exercisable.
- (4) 1-for-1
- (5) The dividend equivalent rights accrued on Restricted Stock Units granted on 6/16/04 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. 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.