

GARTZKE DAVID G

Form 4

February 21, 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

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(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)
02/16/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share				(A) or (D)	46,323.573	D	
Common stock, par value \$.01 per share				(A) or (D)	13,141	I	By SERP
Common Stock, par value \$.01 per share				(A) or (D)	21,107	I	By Spouse

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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							<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	41,497
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	5,968
Option to Purchase Common Stock, par value \$.01 per share	\$ 13.26							<u>(3)</u>	01/02/2008	Common Stock, par value \$.01 per share	10,128
Option to Purchase Common Stock, par value \$.01 per share	\$ 13.46							<u>(4)</u>	01/04/2009	Common Stock, par value \$.01 per share	33,443
Option to Purchase Common Stock, par value \$.01 per share	\$ 14.49							<u>(5)</u>	01/02/2011	Common Stock, par value \$.01 per share	27,526

Option to Purchase Common Stock, par value \$.01 per share	\$ 15.75					<u>(6)</u>	01/02/2012	Common Stock, par value \$.01 per share	126,511
Option to Purchase Common Stock, par value \$.01 per share	\$ 17.14					<u>(7)</u>	01/02/2006	Common Stock, par value \$.01 per share	3,941
Option to Purchase Common Stock, par value \$.01 per share	\$ 17.14					<u>(7)</u>	01/03/2010	Common Stock, par value \$.01 per share	15,742
Option to Purchase Common Stock, par value \$.01 per share	\$ 12.58					<u>(8)</u>	02/03/2013	Common Stock, par value \$.01 per share	121,006
Option to Purchase Common Stock, par value \$.01 per share	\$ 24					<u>(9)</u>	06/16/2010	Common Stock, par value \$.01 per share	663,950
Dividend Equivalent Rights	<u>(10)</u>					<u>(11)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	128,555
Restricted Stock Units convertible to Common Stock	\$ 0	02/16/2006	A	3,888		<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	3,888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman, President & CEO	

GARTZKE DAVID G
13085 HAMILTON CROSSING BLVD.
CARMEL, IN 46032

Signatures

Rebecca C. Polak for David G.
Gartzke

02/21/2006

__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) 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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