

ADESA INC
 Form 4
 September 15, 2006

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 *
 Lawrence George J

(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)
 09/13/2006

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, GC and Corp. Secretary

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share | 09/13/2006 | | F | 597 | D \$ 22.61 | 1,403 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (1) (2) | Common Stock, par value \$.01 per share | 602 |
| Option to Purchase Common Stock, par value \$.01 per share | \$ 24 | | | | | (3) 06/15/2010 | Common Stock, par value \$.01 per share | 106,232 |
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (4) (2) | Common Stock, par value \$.01 per share | 6,640 |
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (4) (2) | Common Stock, par value \$.01 per share | 3,319 |
| Option to Purchase Common Stock, par value \$.01 per share | \$ 24 | | | | | (5) 06/15/2010 | Common Stock, par value \$.01 per share | 53,116 |
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (1) (2) | Common Stock, par value \$.01 per share | 946 |

| | | | | | |
|----------------------------|-----|-----|-----|--|--------|
| Dividend Equivalent Rights | (6) | (7) | (2) | Common Stock, par value \$0.01 per share | 24.374 |
| Dividend Equivalent Rights | (6) | (8) | (2) | Common Stock, par value \$0.01 per share | 12.138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawrence George J 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032 | | | EVP, GC and Corp. Secretary | |

Signatures

Rebecca C. Polak 09/15/2006

**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) Restricted Stock Units vest on the third anniversary of the IPO date (6/16/04), 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.
- (5) Options are fully vested and immediately exercisable.
- (6) 1 for 1
- (7) The dividend equivalent rights accrued on Restricted Stock Units granted on 9/13/04 vest with those Restricted Stock Units.
- (8) The dividend equivalent rights accrued on Restricted Stock Units granted on 2/15/05 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.