FLAYTON BRENDA J

Form 4/A October 28, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

(1)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol ADESA INC [KAR]						5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 13085 HAMILTON CROSSING BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 09/20/2004						(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) below) EVP & Chief Administrative Off			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 09/22/2004				I	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CARMEL, IN 46032								Ī	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	De	erivative Secu	urities	Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pr			red (A)	Securities Ownership Indire Beneficially Form: Benef Owned Direct (D) Owne Following or Indirect (Instr. Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)				
Common Stock, par value \$.01 per share	09/20/2004			C(2)			A	\$ 0	14,636.654	D		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3	3 and 4)		Own	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

FLAYTON BRENDA J 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032

EVP & Chief Administrative Off

Signatures

Michelle Mallon for Brenda J.

Flayton 10/22/2004

**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) Corrected the amount of securities acquired.
- ADESA, Inc. ("ADESA") grants converted from ALLETE, Inc. ("ALLETE") grants in connection with the spin-off of ADESA from ALLETE on September 20, 2004. These grants shall vest and become exercisable on February 15, 2005.

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.

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