

Lawrence George J
 Form 4
 March 17, 2005

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)
 03/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 EVP, Gen Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)
Common Stock, par value \$.01 per share				(A) or (D) Price	2,000 ⁽¹⁰⁾	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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Lawrence George J - 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 Number of Shares
Dividend Equivalent Rights	<u>(8)</u>	03/15/2005		A		21.325		<u>(7)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	21,325
Dividend Equivalent Rights	<u>(8)</u>	03/15/2005		A		10.62		<u>(9)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	10,620
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(4)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	6,640
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	602
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(4)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	3,319
Option to Purchase Common Stock, par value \$0.01 per share	\$ 24							<u>(3)</u>	09/13/2010	Common Stock, par value \$0.01 per share	106,230
Option to Purchase Common Stock, par	\$ 24							<u>(5)</u>	02/15/2011	Common Stock, par value \$0.01 per	53,116

value \$.01
per share

share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawrence George J 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032			EVP, Gen Counsel & Secretary	

Signatures

Michelle Mallon for George J.
Lawrence

03/17/2005

__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 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.
- (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 vest and become exercisable with respect to one-third (1/3) of the total grant on each of the first three anniversaries of the IPO date (6/16/04), provided that the executive is employed by ADESA, Inc. on such date.
- (6) Includes December 2004 dividend.
- (7) The dividend equivalent rights accrued on Restricted Stock Units granted on 9/13/04 and vest with those Restricted Stock Units.
- (8) 1-for-1
- (9) The dividend equivalent rights accrued on Restricted Stock Units granted on 2/15/05 and vest with those Restricted Stock Units.
- (10) The grant vests twenty-four (24) months after the date of grant, provided that the executive is employed by ADESA, Inc. on such date.

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.