Lawrence George J
Form 4
December 19, 2005

FORM 4

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

OMB APPROVAL

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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)
12/15/2005

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 & Secetary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share								2,000 (9)	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)

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 o Number o 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)	09/13/2010	Common Stock, par value $.01 per share	106,23
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)	02/15/2011	Common Stock, par value $.01 per share	53,116
Dividend Equivalent Rights	(6)	12/15/2005		A			20.57	(7)	(2)	Common Stock, par value $.01 per share	20.57
Dividend Equivalent Rights	(6)	12/15/2005		A			10.244	(8)	(2)	Common Stock, par value	10.244

$.01 per 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 & Secetary	

Signatures

Michelle Mallon for George J. Lawrence	12/19/2005
**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) 1 for 1

(7) The dividend equivalent rights accrued on Restricted Stock Units granted on 9/13/04 and vest with those Restricted Stock Units.

(8) The dividend equivalent rights accrued on Restricted Stock Units granted on 2/15/05 and vest with those Restricted Stock Units.

(9) 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.
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