FLAYTON BRENDA J

Form 4

September 19, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FLAYTON BRENDA J			Symbol ADESA	Symbol ADESA INC [KAR]				Issuer (Check all applicable)			
(Last) (First) (Middle) 13085 HAMILTON CROSSING BLVD.			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2006				Director 10% Owner Selfow) EVP & Chief Administrative Off			
CARMEL, I	(Street) IN 46032			ndment, Dat th/Day/Year)	_		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	-	erson		
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execu	eemed tion Date, if h/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) or l of (D)	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							12,309.01	D			
Common Stock, par value \$.01 per share							190	I	By Spouse		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (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. Transacti Code (Instr. 8)	Se Se Ac or (D (In	ecurities cquired (r Dispose	re s (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	9,959
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	1,186
Option to Purchase Common Stock, par value \$.01 per share	\$ 24							(3)	06/16/2010	Common Stock, par value \$.01 per share	159,34
Option to Purchase Common Stock, par value \$.01 per share	\$ 14.49							<u>(4)</u>	01/02/2011	Common Stock, par value \$.01 per share	7,238
Option to Purchase Common Stock, par value \$.01 per share	\$ 15.75							<u>(5)</u>	01/02/2012	Common Stock, par value \$.01 per share	9,308
Option to Purchase Common Stock, par	\$ 12.58							<u>(6)</u>	02/03/2013	Common Stock, par value \$.01 per	8,492

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value \$.01 per share							share	
Restricted Stock Units convertible to Common Stock	\$ 0				<u>(1)</u>	(2)	Common Stock, par value \$.01 per share	880
Dividend Equivalent Rights	<u>(7)</u>	09/15/2006	A	33.534	<u>(8)</u>	(2)	Common Stock, par value \$.01 per share	33.534

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

EVP & Chief Administrative Off

Signatures

Rebecca C. Polak for Brenda J. 09/19/2006 Flayton

**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) 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.
- (5) 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.
- (6) One-half (1/2) of the total grant vested and became exercisable on February 2, 2004 and the remaining one-half (1/2) of the grant vested and became exercisable on February 2, 2005.
- (7) 1-for-1
- (8) The dividend equivalent rights accrued on Restricted Stock Units granted on 6/16/04 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.

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