

ADESA INC
Form 4
April 24, 2007

FORM 4

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

OMB APPROVAL

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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 *
WEGMILLER DONALD C

(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)

04/20/2007

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/20/2007		D	37,514.599	D 0	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)

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to Purchase Common Stock (right to buy)	\$ 13.46	04/20/2007		D	2,365	<u>(2)</u>	01/04/2009	Common Stock	2,365
Options to Purchase Common Stock (right to buy)	\$ 13.46	04/20/2007		D	82	<u>(3)</u>	01/04/2009	Common Stock	82
Options to Purchase Common Stock (right to buy)	\$ 9.97	04/20/2007		D	2,446	<u>(4)</u>	01/03/2010	Common Stock	2,446
Options to Purchase Common Stock (right to buy)	\$ 13.26	04/20/2007		D	2,365	<u>(5)</u>	01/02/2008	Common Stock	2,365
Options to Purchase Common Stock (right to buy)	\$ 14.23	04/20/2007		D	2,446	<u>(6)</u>	01/02/2013	Common Stock	2,446
	\$ 14.49	04/20/2007		D	2,446	<u>(7)</u>	01/02/2011		2,446

Options to Purchase Common Stock (right to buy)								Common Stock	
Options to Purchase Common Stock (right to buy)	\$ 15.75	04/20/2007	D	2,446	(8)	01/02/2012	Common Stock	2,446	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEGMILLER DONALD C 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032		X		

Signatures

Rebecca C. Polak for Donald C.
Wegmiller

04/24/2007

__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) These shares were converted in the merger into the right to receive cash consideration of \$27.85 per share, without interest.
 - (2) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$34,043, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.
 - (3) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$1,180, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.
 - (4) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$43,742, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.
 - (5) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$34,496, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.
 - (6) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$33,315, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.
 - (7) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$32,677, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.
 - (8) These options were cancelled in the merger in exchange for the right to receive an aggregate amount in cash, without interest, of \$29,594, equal to the merger consideration of \$27.85 less the exercise price per share of common stock underlying the option.

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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