

FLAYTON BRENDA J
Form 5
February 05, 2003

FORM 5

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

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|--|--|--|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Flayton Brenda J. (Last) (First) (Middle) 30 West Superior Street (Street) Duluth, MN 55802 | | | 2. Issuer Name and Ticker or Trading Symbol ALLETE (ALE) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Year 12/31/02 | | | 5. If Amendment, Date of Original (Month/Year) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) VP Human Resources <input type="checkbox"/> Other (specify below) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
|--|--|--|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--|--|--------------------------------------|--|--|--|--------------------------------|--|---|------------|-------|--|--|--|--|-----------------------------------|--|
| | | | | | | | | | Amount | (A) or (D) | Price | | | | | | |
| Common Stock | | | 1/2/02 | | | | A | | 500 | A | | 4473.36 ⁽¹⁾ | | D | | | |
| Common Stock | | | | | | | | | | | | 6803.51 ⁽²⁾ | | I | | By RSOP Trust | |
| Common Stock | | | | | | | | | | | | 4658.73 ⁽²⁾ | | I | | By Spouse | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|--------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|--------------|------------|------------------------|

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| Security (Instr. 3) | Exercise Price of Derivative Security | action Date (Month/ Day/ Year) | Execution Date, if any (Month/ Day/ Year) | action Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | Date | | Underlying Securities (Instr. 3 & 4) | | Security (Instr. 5) | Derivative Securities Beneficially Owned at End of Year (Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|------------------------|--|--|--|---------------------------------|---|------|-----|--|-------------------------|------------------------|--|---|---------------------------------------|
| | | | | | | (A) | (D) | Date Exer-cisable | Expira- tion Date | | | | |

Explanation of Responses:

- (1) Includes shares acquired under the dividend reinvestment feature of ALLETE's stock purchase and dividend reinvestment plan. This information is based on a plan statement as of December 31, 2002.
- (2) Includes shares acquired in exempt transactions under ALLETE's retirement savings and stock ownership plan (RSOP). This information is based on an RSOP plan statement as of December 31, 2002.

By: /s/ **Ingrid K. Johnson**
Ingrid K. Johnson f/k/a Ingrid Kane-Johnson for
Brenda J. Flayton
 **Signature of Reporting Person

February 5, 2003
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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