Lawrence George J Form 4 February 14, 2007

FORM 4

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

See Instruction

1(b).

(Print or Type Responses)

1. N	Name and	Address	of	Reporting	Person
La	wrence	George	J		

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

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ADESA INC [KAR]

3. Date of Earliest Transaction

Director

13085 HAMILTON CROSSING

(State)

(First)

BLVD.

(City)

(Last)

(Month/Day/Year)

02/12/2007

10% Owner X_ Officer (give title Other (specify below)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

EVP, GC and Corp. 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

CARMEL, IN 46032

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common

Stock, par value \$.01 per share

1,403 D

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)required to respond unless the form displays a currently valid OMB control number.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)			
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(1)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	6
Option to Purchase Common Stock, par value \$.01 per share	\$ 24							(3)	06/15/2010	Common Stock, par value \$.01 per share	100
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(4)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	6,
Restricted Stock Units convertible to Common Stock	\$ 0							(5)	<u>(2)</u>	Common Stock, par value \$.01 per share	3,
Option to Purchase Common Stock, par value \$.01 per share	\$ 24							(3)	06/15/2010	Common Stock, par value \$.01 per share	53
Restricted Stock Units convertible to Common Stock	\$ 0							<u>(6)</u>	<u>(2)</u>	Common Stock, par value \$.01 per share	g
Dividend Equivalent Rights	<u>(7)</u>							(8)	(2)	Common Stock, par value \$.01 per share	191

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Dividend Equivalent Rights	<u>(7)</u>				<u>(9)</u>	(2)	Common Stock, par value 8 \$.01 per share
Restricted Stock Units convertible to Common Stock	\$ 0	02/12/2007	A	1,391.974	(10)	(2)	Common Stock, par value 1,3 \$.01 per share

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Lawrence George J

13085 HAMILTON CROSSING BLVD.

EVP, GC and Corp. Secretary

CARMEL, IN 46032

Signatures

Rebecca C. Polak for George J. 02/14/2007 Lawrence

> **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).

Restricted Stock Units vest on the third anniversary of the date of grant (2/15/05), 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, **(1)** Inc.
- **(2)** N/A
- Options are fully vested and immediately exercisable. **(3)**
- Restricted Stock Units granted on 9/13/04 vest on the third anniversary of the IPO date (6/16/04), provided that the executive is **(4)**
- 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.
- Restricted Stock Units granted on 2/15/05 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 **(5)** election of ADESA, Inc.
- Restricted Stock Units vest on the third anniversary of the date of grant (2/16/06), 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, **(6)**
- Inc. **(7)** 1 for 1
- The dividend equivalent rights accrued on Restricted Stock Units granted on 9/13/04 vest with those Restricted Stock Units on the third (8)anniversary of the IPO date (6/16/04).
- The dividend equivalent rights accrued on Restricted Stock Units granted on 2/15/05 vest with those Restricted Stock Units on the third (9)anniversary of the IPO date (6/16/04).

Reporting Owners 3

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Restricted Stock Units vest on the third anniversary of the date of grant (2/12/07), provided that the executive is employed by ADESA, (10) 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.

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.