## Edgar Filing: WARD JONATHAN P - Form 4

WARD JONA	ATHAN P										
Form 4											
May 16, 2011										PPROVAL	
FORM	4 UNITE	ED STATES		ITIES A hington,			NGE	COMMISSION		3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed Filed Sue. Section	pursuant to a 17(a) of the	<ul> <li><b>PF CHANGES IN BENEFICIAL OWNERSHIP OF</b> SECURITIES</li> <li>Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section</li> <li>of the Investment Company Act of 1940</li> </ul>						Expires:       January 31, 2005         Estimated average burden hours per response       0.5		
(Print or Type Ro	esponses)										
1. Name and Address of Reporting Person <u>*</u> WARD JONATHAN P (Last) (First) (Middle)			2. Issuer Name <b>and</b> Ticker or Trading Symbol KAR Auction Services, Inc. [KAR]				-	5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction					(Check all applicable)			
C/O KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD.			(Month/Day/Year) 05/12/2011			X_Director10% Owner Officer (give titleOther (specify below) below)					
				f Amendment, Date Original d(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
CARMEL, I	N 46032							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o of (D 4 and (A) or	)	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								7,572	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	5. Number on f Derivativ Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	05/12/2011		А	3,887 (2)	(3)	<u>(3)</u>	Common Stock	3,887	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARD JONATHAN P C/O KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032	Х						
Signatures							
Rebecca C. Polak as Attorney-in-Fact	05/16/201	11					
**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) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.

Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. Shares of restricted stock were granted on May 12, 2011 at a price of \$19.30 per share and will be settled only for shares of KAR

- (2) common stock on a one-for-one basis. These 3,887 shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and one-fourth of the grant vests every three months from the date of grant (May 12, 2011) and such grant is subject to forfeiture until vested.
- (3) The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him pursuant to the deferred compensation plan.

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.