

Lawrence George J
 Form 4
 December 19, 2005

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 *
 Lawrence George J

2. Issuer Name and Ticker or Trading Symbol
 ADESA INC [KAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 13085 HAMILTON CROSSING
 BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Gen Counsel & Secretary

CARMEL, IN 46032
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.01 per share | | | | (A) or (D) Price | 2,000 ⁽⁹⁾ | D | |

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

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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. 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (1) | (2) | Common Stock, par value \$0.01 per share | 602 |
| Option to Purchase Common Stock, par value \$0.01 per share | \$ 24 | | | | | (3) | 09/13/2010 | Common Stock, par value \$0.01 per share | 106,230 |
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (4) | (2) | Common Stock, par value \$0.01 per share | 6,640 |
| Restricted Stock Units convertible to Common Stock | \$ 0 | | | | | (4) | (2) | Common Stock, par value \$0.01 per share | 3,319 |
| Option to Purchase Common Stock, par value \$0.01 per share | \$ 24 | | | | | (5) | 02/15/2011 | Common Stock, par value \$0.01 per share | 53,116 |
| Dividend Equivalent Rights | (6) | 12/15/2005 | | A | 20.57 | (7) | (2) | Common Stock, par value \$0.01 per share | 20.57 |
| Dividend Equivalent Rights | (6) | 12/15/2005 | | A | 10.244 | (8) | (2) | Common Stock, par value | 10.244 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawrence George J 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032 | | | EVP, Gen Counsel & Secretary | |

Signatures

Michelle Mallon for George J.
Lawrence

12/19/2005

__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 vest and become exercisable with respect to one-third (1/3) of the total grant on each of the first three anniversaries of the date of grant, provided that the executive is employed by ADESA, Inc. on such date.
- (4) Restricted Stock Units 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 election of ADESA, Inc.
- (5) Options vest and become exercisable with respect to one-third (1/3) of the total grant on each of the first three anniversaries of the IPO date (6/16/04), provided that the executive is employed by ADESA, Inc. on such date.
- (6) 1 for 1
- (7) The dividend equivalent rights accrued on Restricted Stock Units granted on 9/13/04 and vest with those Restricted Stock Units.
- (8) The dividend equivalent rights accrued on Restricted Stock Units granted on 2/15/05 and vest with those Restricted Stock Units.
- (9) The grant vests twenty-four (24) months after the date of grant, provided that the executive is employed by ADESA, Inc. on such date.

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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