

KAR Auction Services, Inc.
 Form 4
 January 11, 2016

FORM 4

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

OMB APPROVAL

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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 *
HOWELL J MARK

(Last) (First) (Middle)

**13085 HAMILTON CROSSING
 BLVD.**

(Street)

CARMEL, IN 46032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KAR Auction Services, Inc. [KAR]

3. Date of Earliest Transaction
 (Month/Day/Year)
01/07/2016

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 Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Common Stock	<u>(1)</u>				<u>(2)(3)(4)</u>	<u>(2)</u>	Common Stock	4,060
Common Stock	<u>(1)</u>	01/07/2016	A	31.1982	<u>(2)</u>	<u>(2)</u>	Common Stock	31.1982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL J MARK 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032		X		

Signatures

Rebecca C. Polak as Attorney In Fact	01/11/2016
<u> </u> **Signature of Reporting Person	<u> </u> 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.
- (2) 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.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 2,620 shares of restricted stock were granted on 6/3/2015 at a price of \$38.18 per share and will be settled only for shares of KAR common stock on a one-for-one basis. These 2,620 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 the grant and such grant is subject to forfeiture until vested.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 170 of these shares of restricted stock were granted on 1/4/2016 at a price of \$36.92 per share and will be settled only for shares of KAR common stock on a one-for-one basis. These 170 shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and 50% will vest on March 9, 2016 and the remaining 50% will vest on June 8, 2016 and such grant is subject to forfeiture until vested.
- (3) Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the terms of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
- (4) Reflects dividend payment of which 18.9089 shares are vested and the remaining shares will vest as follows: 5 shares vest on 3/2/2016, and the remaining 4 shares vest on 6/2/2016.
- (5) Reflects dividend payment of which 19.6983 shares are vested and the remaining shares will vest as follows: 4.9832 shares vest on 3/2/2016, and the remaining 4.9757 shares vest on 6/2/2016.
- (6)
- (7)
- (8)

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Reflects dividend payment of which 20.7188 shares are vested and the remaining shares will vest as follows: 5.2397 shares vest on 3/2/2016, and the remaining 5.2397 shares vest on 6/2/2016.

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.