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EDWARDS ROBERT D Form 4 February 05, 2003

FORM 4

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

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Ado Edwards Rober	2. Issue ALLET		me and Tic ALE)	ker or	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 30 West Superior Street				rting	ntification I g Person, voluntary)	Numbe	Μ	5/05	_ Director 10% Owner X Officer (give title below) Other (specify below)		
									<u>Exec. VP; CEC</u> Power	<u>Minnesota</u>	
(Street) Duluth, MN 55802							D	ate of Original Ionth/Day/Year)	 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City)	(City) (State) (Zip)				e I Non-D	erivat	curities Acquired, Dispo	sposed of, or Beneficially Owned			
1. Title of2. Trans-2A. DeemedSecurityactionExecution(Instr. 3)DateDate,			3. Trans- action Code (A) or Disposed of (I (Instr. 8) (Instr. 3, 4 & 5)					5. Amount of Securities Beneficially	ship Form: Indire	7. Nature of Indirect Beneficial	
	(Month/ Day/ Year)	,	Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	2/3/03		Α		2642.09	А		57021.66	(1) D		
Common Stock								17960.55	(2) I	By RSOP Trust	

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

$(\cdot\cdot\cdot\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot,\cdot$													
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
Derivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
										1			

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(Instr. 3)	,	(Month/ Day/	if any (Month/ Day/ Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		ed			(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	Following Reported Transaction(s) (Instr. 4)	of Deriv- ative Security: Direct (D) or Indirect	(Instr. 4)
				Code	-			Exer-cisable	Expira- tion Date		Amount or Number of Shares			(I) (Instr. 4)	
Employee Stock Option - Right to Buy	20.51	2/3/03		Α	3	3646		see below ⁽³⁾		Common Stock	33646		33646	D	

Explanation of Responses:

(1) Includes shares acquired in exempt transactions under the dividend reinvestment feature of ALLETE's stock purchase and dividend reinvestment plan, and is based on plan information available as of February 3, 2003.

(2) Includes shares acquired in exempt transactions under ALLETE's retirement savings and stock ownership plan, and is based on plan information available as of February 3, 2003.

(3) The option vests annually, 50% in 2004 and 50% in 2005.

By: /s/ Ingrid K. Johnson Ingrid K. Johnson f/k/a Ingrid Kane-Johnson for Robert D. Edwards **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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