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GARTZKE DAVID G 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 Address of Reporting Person* Gartzke David G.					me and Tic ALE)	 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) Chairman, President & CEO 						
(Last) 30 West Superio	of Reporting Person,								Statement for 2 onth/Day/Year 1 /02			
(Street) Duluth, MN 55802							Da	te of Original (onth/Day/Year) 2 F	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) (State) (Zip)			Г	able	e I Non-D	erivat	ive Sec		Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	Execution Date,			4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 & 5) Amount (A) Provide the or			5. Amount of Securities Beneficially Owned Follow- ing Reported	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	,	Year)				(D)		Transactions(s) (Instr. 3 & 4)				
Common Stock	2/3/03		A		2413.48	A						
Common Stock	2/3/03		F		5098.61	D						
Common Stock	1/29/03		G	v	2183.62	D	ļ	48454.96) D			
Common Stock								20592.54	<u>)</u> I	By RSOP Trust		
Common Stock								1) I	By Spouse		

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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	(e.g., puts, calls, warrants, options, convertible securities)													
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	Securit	ies	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Acquir	ed	Year)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	(A) or							Following	ative	
		Day/	Day/	8)	Dispos	ed						Reported	Security:	
		Year)	Year)		of (D)							Transaction(s)	Direct	
												(Instr. 4)	(D)	
					(Instr.	3, 4							or	
					& 5)								Indirect	
				Code V	(A)	(D)	Date	Expira-	Title	Amount			(l) (l)	
							Exer-cisable	tion		or			(Instr. 4)	
								Date		Number				
										of				
										Shares				
Employee	20.51	2/3/03		Α	74219		see below ⁽³⁾	2/3/13	Common	74219		74219	D	
Stock									Stock					
Option -														
Right to														
Buy														

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Explanation of Responses:

(1) Includes shares acquired through the vesting of dividend rights in tandem with the partial vesting of a previously-reported stock grant. (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/ <u>Philip R. Halverson</u> Philip R. Halverson for David G. Gartzke **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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