

MAYER GEORGE L

Form 4/A

November 17, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAYER GEORGE L

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALLETE INC [ALE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

2 ANDREWS ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/12/2008

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

ESSEX, CT 06426

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/10/2008		M	(A) or (D) 1,293 (1) A \$ 27.4	21,645.92 (2)	D	
Common Stock	11/10/2008		M	(A) or (D) 1,293 (1) A \$ 29.79	22,938.92	D	
Common Stock	11/10/2008		M	(A) or (D) 1,293 (1) A \$ 26.91	24,231.92	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.**

SEC 1474  
(9-02)

# Edgar Filing: MAYER GEORGE L - Form 4/A

**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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.4 <sup>(3)</sup>	11/10/2008		M	1,293 <sup>(3)</sup>	<sup>(4)</sup>	01/02/2011	Common Stock	1,293
Stock Option (Right to Buy)	\$ 29.79 <sup>(5)</sup>	11/10/2008		M	1,293 <sup>(5)</sup>	<sup>(6)</sup>	01/02/2012	Common Stock	1,293
Stock Option (Right to Buy)	\$ 26.91 <sup>(7)</sup>	11/10/2008		M	1,293 <sup>(7)</sup>	<sup>(8)</sup>	01/02/2013	Common Stock	1,293

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAYER GEORGE L 2 ANDREWS ROAD ESSEX, CT 06426	X

## Signatures

Ingrid K. Johnson for George L. Mayer 11/17/2008

\*\*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 acquisition of these shares was inadvertently omitted from the direct holdings (Table 1) in the reporting person's original Form 4. The material terms of the acquisitions, however, were provided in the Table II disclosures of the original Form 4.

(2)

## Edgar Filing: MAYER GEORGE L - Form 4/A

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 November 1, 2008.

- (3) This option was previously reported as covering 1,500 shares at an exercise price of \$23.63 per share, but was adjusted to reflect the spin off of ALLETE's subsidiary, ADESA, Inc., and the reverse stock split on September 20, 2004.
- (4) The option vested 50% on January 2, 2002, and 50% on January 2, 2003.
- (5) This option was previously reported as covering 1,500 shares at an exercise price of \$25.68 per share, but was adjusted to reflect the spin off of ALLETE's subsidiary, ADESA, Inc., and the reverse stock split on September 20, 2004.
- (6) The option vested 50% on January 2, 2003, and 50% on January 2, 2004.
- (7) This option was previously reported as covering 1,500 shares at an exercise price of \$23.20 per share, but was adjusted to reflect the spin off of ALLETE's subsidiary, ADESA, Inc., and the reverse stock split on September 20, 2004.
- (8) The option vested 50% on January 2, 2004, and 50% on January 2, 2005.

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.