WARD JONATHAN P Form 4

April 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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(b).

(Print or Type Responses)

1. Name and A WARD JON	Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
	KAR A	KAR Auction Services, Inc. [KAR]				(Check all applicable)				
(Last)	(First) (M	(iddle) 3. Date of	3. Date of Earliest Transaction							
		(Month/D	ay/Year)				_X_ Director		6 Owner	
13085 HAM BLVD.	NG 12/28/20	12/28/2012			Officer (giv	ve title Oth below)	er (specify			
	(Street) 4. If Amer			te Original			6. Individual or Joint/Group Filing(Check			
CARMEL, I	N 46032	Filed(Mon	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CARWILL, I	111 40032						Person			
(City)	(State) (Zip) Tabl	e I - Non-D	erivative S	Securiti	ies Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	1		Securities		Indirect			
(Instr. 3)		any	Code	* '		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock							7,572	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day) we es i	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 or Number of Shares	
Phantom Stock	\$ 0 (1)				(2)(3)	(3)	Common Stock	4,778	
Phantom Stock	\$ 0 (1)	12/28/2012	A	84	(3)(4)	<u>(3)</u>	Common Stock	84	\$ 19.82
Phantom Stock	\$ 0 (1)	04/04/2013	A	84	(3)(4)	<u>(3)</u>	Common Stock	84	\$ 19.81

Reporting Owners

Reporting Owner Name / Address	Relationships					
2	Director	10% Owner	Officer	Other		
WARD JONATHAN P						
13085 HAMILTON CROSSING BLVD.	X					

CARMEL, IN 46032

Signatures

Rebecca C. Polak as Attorney
In Fact
04/05/2013

**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 phantom stock will convert into shares of KAR common stock on a one-for-one basis.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. Shares of restricted stock were granted on May 17, 2012 at a price of \$15.70 per share and will be settled only for shares of KAR
- (2) common stock on a one-for-one basis. These 4,778 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 grant (May 17, 2012) and such grant is subject to forfeiture until vested.
- (3) 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.
- (4) 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.

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