KAR Auction Services, Inc. Form 4

July 08, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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	ddress of Reporting P	erson * 2. Issuer Symbol	Name and Ticker or Trading	5. Relationship of R Issuer	5. Relationship of Reporting Person(s) to Issuer							
(Last)	(First) (M		uction Services, Inc. [KA	AR] (Check	(Check all applicable)							
() () ()			ay/Year)	_X Director Officer (give tit below)	10% Owner tleOther (specify below)							
	(Street)		ndment, Date Original hth/Day/Year)	Applicable Line) _X_ Form filed by One	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
CARMEL, I		_										
(City)	(State)	Zip) Table	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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D)	Securities For Beneficially (D) Owned In	Ownership 7. Nature of orm: Direct Indirect D) or Beneficial 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)	Code	5. SonNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date Underlyin (Month/Day/Year) (Instr. 3 at		Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (1)				(2)(3)	(3)	Common Stock	0	
Phantom Stock	\$ 0 (1)	07/03/2013	A	98	(3)(4)	(3)	Common Stock	98	\$ 23.68

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WARD JONATHAN P 13085 HAMILTON CROSSING BLVD. X CARMEL, IN 46032

Signatures

Rebecca C. Polak as Attorney
In Fact
07/08/2013

**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 June 12, 2013 at a price of \$22.34 per share and will be settled only for shares of KAR
- (2) common stock on a one-for-one basis. These 3,358 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 (June 12, 2013) 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.

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.

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