

GARTZKE DAVID G  
Form 5  
February 05, 2003

**FORM 5**

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

OMB APPROVAL

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
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| 1. Name and Address of Reporting Person*<br><b>Gartzke David G.</b><br>(Last) (First) (Middle)<br><b>30 West Superior Street</b><br>(Street)<br><b>Duluth, MN 55802</b> |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>ALLETE (ALE)</b>                    |   |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) —<br>Other (specify below)<br><b>Chairman, President &amp; CEO</b> |  |  |                                   |
|---|--------------------------------------|--|---|---|--|--|--|--|-----------------------------------|
|   |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   | 4. Statement for Month/Year<br><b>12/31/02</b> |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |                                   |
|   |                                      |  |   |   | 5. If Amendment, Date of Original (Month/Year) |  |  |  |                                   |
| (City) (State) (Zip)  |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |  |  |  |  |                                   |
| 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 & 5) |  |  | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)   | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|   |                                      |  |   | Amount  | (A) or (D)                                     | Price  |  |  |                                   |
| Common Stock  | 1/2/02                               |  | A   | 20000 <sup>(1)</sup>  | A  |  | 52897.11   | D  |                                   |
| Common Stock  |                                      |  |   |   |  |  | 19585.53 <sup>(2)</sup>  | I  | By RSOP Trust                     |
| Common Stock  |                                      |  |   |   |  |  | 10   | 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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**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|--------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|--------------|------------|------------------------|

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| Security<br>(Instr. 3) | Exercise<br>Price of<br>Derivative<br>Security | action<br>Date<br>(Month/<br>Day/<br>Year) | Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | action<br>Code<br>(Instr.<br>8) | of<br>Derivative<br>Security<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br><br>(Instr.<br>3, 4 &<br>5) | Date<br>Month/Day/<br>Year |     | Underlying<br>Securities<br>(Instr. 3 & 4) |                         | Security<br>(Instr. 5) | Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Year<br>(Instr. 4) | ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------|--|--|--|---------------------------------|---|----------------------------|-----|--|-------------------------|------------------------|--|---|---------------------------------------|
|                        |  |  |  |                                 |   | (A)                        | (D) | Date<br>Exer-cisable                       | Expira-<br>tion<br>Date |                        |  |   |                                       |

Explanation of Responses:

- (1) The stock grant fully vests in equal installments subject to continued employment on December 31, 2002 and December 31, 2003. At the time of vesting, the reporting person may withhold shares for associated taxes.
- (2) Includes shares acquired in exempt transactions under ALLETE's retirement savings and stock ownership plan (RSOP). This information is based on a RSOP plan statement as of December 31, 2002.

By: /s/ **Philip R. Halverson**  
**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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