

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MAYER GEORGE L</u> (Last) (First) (Middle) <u>2 ANDREWS ROAD</u> (Street) <u>ESSEX CT 06426</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLETE INC [ALE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2008		M		1,293 ⁽¹⁾	A	\$27.4	21,645.92 ⁽²⁾	D	
Common Stock	11/10/2008		M		1,293 ⁽¹⁾	A	\$29.79	22,938.92	D	
Common Stock	11/10/2008		M		1,293 ⁽¹⁾	A	\$26.91	24,231.92	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$27.4 ⁽³⁾	11/10/2008		M		1,293 ⁽³⁾	(4)	01/02/2011		Common Stock	1,293	\$0	0	D	
Stock Option (Right to Buy)	\$29.79 ⁽⁵⁾	11/10/2008		M		1,293 ⁽⁵⁾	(6)	01/02/2012		Common Stock	1,293	\$0	0	D	
Stock Option (Right to Buy)	\$26.91 ⁽⁷⁾	11/10/2008		M		1,293 ⁽⁷⁾	(8)	01/02/2013		Common Stock	1,293	\$0	0	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- The option vested 50% on January 2, 2002, and 50% on January 2, 2003.
- 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.
- The option vested 50% on January 2, 2003, and 50% on January 2, 2004.
- 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.
- The option vested 50% on January 2, 2004, and 50% on January 2, 2005.

Remarks:

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

** Signature of Reporting Person Date

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).

** 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.

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 Number.