

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) – **February 11, 2010 (February 8, 2010)**

ALLETE, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

1-3548

(Commission File Number)

41-0418150

(IRS Employer
Identification No.)

**30 West Superior Street
Duluth, Minnesota 55802-2093**

(Address of principal executive offices, including zip code)

(218) 279-5000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) On February 8, 2010, Donald J. Shippar, Chairman and Chief Executive Officer of ALLETE, Inc. (the Company), announced his retirement, effective April 30, 2010. Mr. Shippar will continue as Chairman of ALLETE's Board of Directors (Board).
- (c) Also on February 8, 2010, the Company announced that its Board selected Alan R. Hodnik, current President of ALLETE, to succeed Mr. Shippar as the Company's Chief Executive Officer and President, effective May 1, 2010.

Mr. Hodnik, 50, joined the Company in 1982 and has held positions of increasing responsibility in organizational development and business operations. He became Vice President – MP Generation in 2005 and was named Senior Vice President of Minnesota Power Operations in 2006. In 2007, Mr. Hodnik served as the Chief Operating Officer of Minnesota Power when he gained the added responsibilities of transmission and distribution operations and engineering services for all aspects of the Company, including Superior, Water, Light and Power Company and BNI Coal, Ltd. He was appointed President of the Company and elected to the Board of Directors in May 2009.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

- (d) Exhibits

Exhibit Number

- 99 - ALLETE News Release dated February 8, 2010, announcing the retirement of CEO Donald J. Shippar and selection of Alan R. Hodnik as CEO of ALLETE. **(This exhibit has been furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.)**

Readers are cautioned that forward-looking statements should be read in conjunction with ALLETE's disclosures under the heading: "SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995" located on page 2 of this Form 8-K.

**Safe Harbor Statement
Under the Private Securities Litigation Reform Act of 1995**

Statements in this report that are not statements of historical facts may be considered “forward-looking” and, accordingly, involve risks and uncertainties that could cause actual results to differ materially from those discussed. Although such forward-looking statements have been made in good faith and are based on reasonable assumptions, there is no assurance that the expected results will be achieved. Any statements that express, or involve discussions as to, future expectations, risks, beliefs, plans, objectives, assumptions, events, uncertainties, financial performance or growth strategies (often, but not always, through the use of words or phrases such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “projects,” “will likely result,” “will continue,” “could,” “may,” “potential,” “target,” “outlook” or words of similar meaning) are not statements of historical facts and may be forward-looking.

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are hereby filing cautionary statements identifying important factors that could cause our actual results to differ materially from those projected, or expectations suggested, in forward-looking statements made by or on behalf of ALLETE in this Current Report on Form 8-K, in presentations, on our website, in response to questions or otherwise. These statements are qualified in their entirety by reference to, and are accompanied by, the following important factors, in addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements:

- our ability to successfully implement our strategic objectives;
- our ability to manage expansion and integrate acquisitions;
- prevailing governmental policies, regulatory actions, and legislation including those of the United States Congress, state legislatures, the FERC, the MPUC, the PSCW, the NDPSC, and various local and county regulators, and city administrators, about allowed rates of return, financings, industry and rate structure, acquisition and disposal of assets and facilities, real estate development, operation and construction of plant facilities, recovery of purchased power, capital investments and other expenses, present or prospective wholesale and retail competition (including but not limited to transmission costs), zoning and permitting of land held for resale and environmental matters;
- the potential impacts of climate change and future regulation to restrict the emissions of GHG on our Regulated Operations;
- effects of restructuring initiatives in the electric industry;
- economic and geographic factors, including political and economic risks;
- changes in and compliance with laws and regulations;
- weather conditions;
- natural disasters and pandemic diseases;
- war and acts of terrorism;
- wholesale power market conditions;
- population growth rates and demographic patterns;
- effects of competition, including competition for retail and wholesale customers;
- changes in the real estate market;
- pricing and transportation of commodities;
- changes in tax rates or policies or in rates of inflation;
- project delays or changes in project costs;
- availability and management of construction materials and skilled construction labor for capital projects;
- changes in operating expenses, capital and land development expenditures;
- global and domestic economic conditions affecting us or our customers;
- our ability to access capital markets and bank financing;
- changes in interest rates and the performance of the financial markets;
- our ability to replace a mature workforce and retain qualified, skilled and experienced personnel; and
- the outcome of legal and administrative proceedings (whether civil or criminal) and settlements that affect the business and profitability of ALLETE.

Additional disclosures regarding factors that could cause our results and performance to differ from results or performance anticipated by this report are discussed in Item 1A under the heading “Risk Factors” beginning on page 20 of our 2008 Form 10-K. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which that statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of these factors, nor can it assess the impact of each of these factors on the businesses of ALLETE or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers are urged to carefully review and consider the various disclosures made by us in this Form 8-K and in our other reports filed with the SEC that attempt to advise interested parties of the factors that may affect our business.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLETE, Inc.

February 11, 2010

/s/ Steven Q. DeVinck

Steven Q. DeVinck
Controller and Vice President – Business Support

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ALLETE Form 8-K dated February 11, 2010

For Release: February 8, 2010
 Contact: Amy Rutledge
 Communications
 Manager
 218-723-7400
 218-348-2961
 arutledge@minnpower.com

Investor Contact: Tim Thorp
 218-723-3953
 tthorp@allete.com



ALLETE CEO Don Shippar announces retirement; Alan R. Hodnik named successor

Duluth, Minn. — ALLETE, Inc. (NYSE:ALE) announced today that after 33 years with the company, ALLETE Chairman and Chief Executive Officer Don Shippar will retire effective April 30, 2010. The company's board of directors today selected Alan R. Hodnik, current president of ALLETE, to succeed Shippar as the company's CEO, effective May 1, 2010. Shippar will continue as chairman of ALLETE's board of directors.

Shippar's retirement culminates a successful career highlighted by key accomplishments and strong leadership. As CEO, Shippar oversaw an aggressive utility capital investment program that supported significant emission reduction projects at Minnesota Power's generation centers in northeastern Minnesota along with renewable wind projects in North Dakota and Minnesota. Shippar also led the successful acquisition of a strategic direct current interstate transmission line to transport additional wind energy to the region and a significant investment in the American Transmission Company (ATC).

Hodnik, 50, brings 28 years of utility experience to his new role as ALLETE CEO. A graduate of the University of Minnesota, Hodnik joined Minnesota Power in 1982 and moved up in the ranks to take on leadership positions within the company, including Leader of ALLETE's Organizational Development Team, Vice President of Generation Operations and Senior Vice President of Minnesota Power Operations.

In 2007, Hodnik was named Minnesota Power's Chief Operating Officer and led transmission, distribution, generation and engineering for all aspects of the company as well as for Superior Water Light and Power and BNI Coal. He was promoted to ALLETE President and elected to the board of directors in May of 2009. Hodnik serves on the Lignite Energy Council and the Edison Electric Institute's Energy Supply Advisory Committee. He also serves on the Boards of Directors of SMDC Health System and the Area Partnership for Economic Expansion (APEX). A native of Aurora, Minn., Hodnik served as its mayor from 1988 to 1997. He has been a member of state and regional task forces throughout his career while maintaining strong working relationships with business, organized labor, political and education leaders in northeastern Minnesota.

"Don has been an exemplary leader," said Bruce Stender, lead director of the ALLETE board. "His forward looking strategic vision and creation of a senior leadership development program has set the stage for continued success and growth for ALLETE. The board has been actively engaged in succession planning and has worked closely with Don over the past 18 months to ensure a seamless leadership transition. Al's utility experience and expertise in operational, organizational and strategic planning make him a natural choice as successor to the position."

Shippar, 60, began his career with ALLETE's regulated utility, Minnesota Power, in 1976 in the Telecommunications Department. During the next 20 years he held increasingly responsible leadership roles in Human Resources and Transmission & Distribution before being appointed Chief Operating Officer of Minnesota Power in 2000.

In 2002, his role expanded to that of Minnesota Power President and COO. In 2004, Shippar was named President and CEO of ALLETE and became chairman of the board in 2006.

Shippar has been actively involved in professional organizations serving leadership roles in the Edison Electric Institute, the Association of Edison's Illuminating Companies and the Lignite Energy Council. His civic involvement includes the Minnesota Power Foundation, St. Luke's Foundation, and the College of St. Scholastica Board of Trustees, the University of Wisconsin-Superior Foundation and United Way.

"Over the past 30 years I've seen the electric industry undergo a dynamic transformation and witnessed major milestones in our own company's history, including the celebration of Minnesota Power's centennial," Shippar said. "I'm proud of the contributions I've been a part of representing our company within our communities, region and industry. I'm proud of our employees and their commitment to meeting challenges and adapting to a new energy landscape. I have had the privilege to work with a dedicated management team as well as a talented and very supportive board of directors."

"ALLETE, its stakeholders and our industry have benefited enormously from Don Shippar's vision, values and principle-centered leadership style," said Hodnik. "While he will be greatly missed, he leaves a considerable legacy and an organization prepared for future growth and committed to delivering successful results."

"ALLETE has a rich history, a long-standing commitment to excellence and long-term growth prospects. It is truly an honor to work closely with our board of directors and lead this company into the future," said Hodnik. "Energy is our business and through the experience and innovation of our talented employees we will tap into the opportunities afforded by these transformational times to the mutual benefit of customers, communities and shareholders."

"With his strong leadership style, ability to connect with people, and strategic and operations expertise, I have every confidence that Al and his management team will successfully lead this company and continue to deliver long-term value to our customers and shareholders," said Shippar.

Shippar and his wife Pat make their home in Superior, Wisconsin.

Hodnik and his wife Erika reside in Hermantown, Minnesota.

Based in Duluth, Minn., ALLETE (NYSE:ALE) provides regulated energy services in Minnesota and Wisconsin, has an equity investment in the American Transmission Company, and owns BNI Coal in North Dakota and ALLETE Properties in Florida. More information about the company is available at www.allete.com

The statements contained in this release and statements that ALLETE may make orally in connection with this release that are not historical facts, are forward-looking statements. Actual results may differ materially from those projected in the forward-looking statements. These forward-looking statements involve risks and uncertainties and investors are directed to the risks discussed in documents filed by ALLETE with the Securities and Exchange Commission.

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