

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* SHIPPAR DONALD J			2. Issuer Name and Ticker or Trading Symbol ALLETE INC [ALE]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/13/2012			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
8 BELKNAP SHORES			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
SUPERIOR	WI	54880						
(City)	(State)	(Zip)						

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	06/13/2012		M		2,500	A	\$39.1	4,280.81	D	
Common Stock	06/13/2012		S		2,200	D	\$40.85	2,080.81	D	
Common Stock	06/13/2012		S		300	D	\$40.86	1,790.81	D	
Common Stock	06/14/2012		M		7,500	A	\$39.1	9,290.81	D	
Common Stock	06/14/2012		S		2,500	D	\$41.05	6,790.81	D	
Common Stock	06/14/2012		S		100	D	\$40.96	6,690.81	D	
Common Stock	06/14/2012		S		2,500	D	\$40.95	4,190.81	D	
Common Stock	06/14/2012		S		600	D	\$40.94	3,590.81	D	
Common Stock	06/14/2012		S		1,800	D	\$40.93	1,790.81	D	
Common Stock								28,104	I	By Trust

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
Employee Stock Option (Right to Buy)	\$39.1	06/13/2012		M			2,500	(I)	05/01/2013	Common Stock	2,500	\$0	10,588	D	
Employee Stock Option (Right to Buy)	\$39.1	06/14/2012		M			7,500	(I)	05/01/2013	Common Stock	7,500	\$0	3,088	D	

Explanation of Responses:

1. The option grant provided for vesting in three equal installments on February 1, 2009, February 1, 2010, and February 1, 2011, respectively. By the grant's terms, any remaining unvested options became exercisable upon the reporting person's May 1, 2010 retirement.

Remarks:

Ingrid K. Johnson for Donald J. Shippar 06/14/2012

** 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.

