

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>AMBERG DEBORAH A</u> (Last) (First) (Middle) <u>30 WEST SUPERIOR STREET</u> (Street) <u>DULUTH MN 55802</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) Director 10% Owner X Officer (give title below) Other (specify below) <u>SrVP, Gen. Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/09/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/09/2008		M		1,819	A	\$25.45	3,471.6 ⁽¹⁾	D	
Common Stock	06/09/2008		M		2,011	A	\$18.85	5,482.6	D	
Common Stock	06/09/2008		S		3,830	D	\$45.34	1,652.6	D	
Common Stock								4,980.11 ⁽²⁾	I	By RSOP 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	\$25.45 ⁽³⁾	06/09/2008		M		1,819 ⁽³⁾		(4)	01/04/2009	Common Stock	1,819	\$0	0	D	
Employee Stock Option - Right to Buy	\$18.85 ⁽⁵⁾	06/09/2008		M		2,011 ⁽⁵⁾		(6)	01/03/2010	Common Stock	2,011	\$0	0	D	

Explanation of Responses:

- 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 June 1, 2008.
- Includes shares acquired in exempt transactions under ALLETE's retirement savings and stock ownership plan (RSOP) and is based on RSOP plan information available as of June 1, 2008.
- This option was previously reported as covering 2,110 shares at an exercise price of \$21.94 per share; the option was adjusted to reflect the spinoff of ALLETE's subsidiary, ADESA, Inc., and the one-for-three reverse stock split on September 20, 2004.
- The option vested 50% on January 4, 2000 and 50% on January 4, 2001.
- This option was previously reported as covering 2,333 shares at an exercise price of \$16.25 per share; the option was adjusted to reflect the spinoff of ALLETE's subsidiary, ADESA, Inc., and the one-for-three reverse stock split on September 20, 2004.
- The option vested 50% on January 3, 2001 and 50% on January 3, 2002.

Remarks:

Ingrid K. Johnson for Deborah A. Amberg 06/10/2008

** 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.

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