

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) – May 12, 2011 (May 10, 2011)

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 5.07 Submission of Matters to a Vote of Security Holders.**

5.07

ALLETE, Inc. (the “Company”) held its 2011 annual meeting of shareholders on May 10, 2011. Each matter voted upon at the meeting and the final results of the voting on each such matter are presented below. For a complete description of the matters voted upon at the annual meeting, see the Company’s definitive proxy statement, dated March 22, 2011.

Item 1 – Election of twelve (12) Directors.

All nominees for director were elected by the following votes.

| Director | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|----------------------|------------------|-----------------------|--------------------|-------------------------|
| Kathleen A. Brekken | 25,887,180.560 | 336,735.772 | 275,605.852 | 3,524,244 |
| Kathryn W. Dindo | 25,902,419.428 | 319,373.708 | 277,729.048 | 3,524,244 |
| Heidi J. Eddins | 25,901,925.964 | 319,653.836 | 277,942.384 | 3,524,244 |
| Sidney W. Emery, Jr. | 25,882,742.591 | 339,370.303 | 277,409.290 | 3,524,244 |
| James S. Haines, Jr. | 25,880,197.308 | 334,152.899 | 285,171.977 | 3,524,244 |
| Alan R. Hodnik | 25,828,717.835 | 395,277.792 | 275,526.557 | 3,524,244 |
| James J. Hoolihan | 25,927,401.158 | 323,146.105 | 248,974.921 | 3,524,244 |
| Madeleine W. Ludlow | 25,884,492.546 | 322,590.146 | 292,439.492 | 3,524,244 |
| Douglas C. Neve | 25,908,022.702 | 299,740.348 | 291,759.134 | 3,524,244 |
| Leonard C. Rodman | 25,266,426.380 | 948,433.499 | 284,662.305 | 3,524,244 |
| Donald J. Shippar | 25,411,658.124 | 862,731.493 | 225,132.567 | 3,524,244 |
| Bruce W. Stender | 25,440,031.509 | 828,565.436 | 230,925.239 | 3,524,244 |

Item 2 – Approval of advisory resolution on executive compensation.

The advisory vote on executive compensation was approved.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 23,893,555.700 | 1,457,585.126 | 1,148,180.358 | 3,524,445 |

Item 3 – Advisory vote on frequency of future advisory votes on executive compensation.

The advisory vote on the one year frequency of advisory votes on executive compensation was approved.

| 1 Year | 2 Year | 3 Year | Abstentions | Broker Non-Votes |
|----------------|---------------|---------------|--------------------|-------------------------|
| 19,853,805.732 | 532,298.094 | 3,107,527.784 | 1,047,085.574 | 5,483,049 |

Item 4 – Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2011.

The selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2011 was ratified.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 28,967,408.200 | 847,216.711 | 209,141.273 | 0 |

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SECTION 7 – REGULATION FD

Item Regulation FD Disclosure 7.01

On May 11, 2011, the Company issued a press release attached as Exhibit 99.1 to this Form 8-K, which is here incorporated by reference. In the press release, the Company announced the appointment of Alan R. Hodnik as Chair of the ALLETE Board of Directors. The information disclosed under this Item 7.01 and the Exhibit are furnished to, and not filed with, the Securities and Exchange Commission.

SECTION 8 – OTHER EVENTS

Item Other Events 8.01

On May 10, 2011, ALLETE, Inc. (the “Company”) named President and Chief Executive Officer, Alan R. Hodnik, to succeed Donald J. Shippar as Chair of the ALLETE Board of Directors. Mr. Shippar will continue to serve on ALLETE’s Board of Directors.

Mr. Hodnik, 51, joined the Company in 1982 and has held varied leadership positions within the company 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, and named Chief Executive Officer in May 2010.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item Financial Statements and Exhibits 9.01

(d) Exhibits

Exhibit Number

- 99 Minnesota Power’s press release dated May 11, 2011. **(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 4 of this Form 8-K.

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**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;
- prevailing governmental policies, regulatory actions, and legislation including those of the United States Congress, state legislatures, the FERC, the MPUC, the PSCW, the NDPSC, the EPA and other various state, 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;
- our ability to manage expansion and integrate acquisitions;
- 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 and capital 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 22 of our 2010 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.

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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.

May 12, 2011

/s/ Steven Q. DeVinck

Steven Q. DeVinck
Controller and Vice President – Business Support

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For Release: May 11, 2011

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



NEWS

Hodnik named Chair of ALLETE Board of Directors

Duluth, Minn.—ALLETE, Inc. (NYSE:ALE) has named President and Chief Executive Officer Alan R. Hodnik to succeed Don Shippar as Chair of the ALLETE Board of Directors effective May 10, 2011.

Hodnik, 51, who became President in 2009 and CEO in May 2010, now assumes additional responsibilities as Chair of the Board of Directors. Since assuming the CEO role, Hodnik has overseen strong earnings growth, two successful rate cases, construction of renewable wind projects and large-scale efficiency and environmental upgrades at the company's utility facilities.

"Al has provided exemplary leadership this past year," said Lead Director, Bruce Stender. "This move completes a planned transition and reflects the board's continued confidence in Al and his senior team during a time when the nation's energy landscape is changing. Al has demonstrated a keen ability to seize new opportunities in the energy markets and navigate regulatory unknowns while providing value to our customers and shareholders."

Hodnik succeeds Don Shippar who served as CEO and President of ALLETE from 2004 to 2010 when he retired. Shippar will continue to serve on the ALLETE Board.

"The Company is indebted to Don for his leadership during the past decade," said Stender. "He brought a strong vision and managed a smooth leadership transition in an atmosphere that formed a corporate culture which has benefitted all stakeholders."

A University of Minnesota graduate who joined the Company in 1982, Hodnik has held varied leadership positions within the company including Organizational Development Consultant, Co-Leader and Leader from 1989 to 1994. He also managed Laskin, Boswell and Taconite Harbor generating facilities from 1995 through 2004 and was named Vice President of Generation Operations in 2005, Senior Vice President – Minnesota Power Operations in 2006, and was promoted to Chief Operating Officer, with added responsibilities for Superior Water Light & Power and BNI Coal in 2007.

ALLETE's corporate headquarters are in Duluth, Minnesota. In addition to its electric utilities, Minnesota Power in northeast Minnesota and Superior, Water, Light & Power Co. in northwest Wisconsin, ALLETE owns BNI Coal in Center, N. D. and has an eight percent equity interest in American Transmission Co. More information about the company is available on ALLETE's Web site 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.