

NORDIN JOHN R  
Form 4  
November 10, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NORDIN JOHN R

2. Issuer Name and Ticker or Trading Symbol  
KAR Auction Services, Inc. [KAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & CIO

(Street)  
CARMEL, IN 46032

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 8,820 <sup>(1)</sup>  | I  | By KAR Holdings II, LLC                               |
| Common Stock                    | 11/08/2010                           |  | M                              | 26,468 A  | \$ 3.14 26,468  | D  |   |
| Common Stock                    | 11/08/2010                           |  | S                              | 532 D   | \$ 12.25 25,936   | D  |   |
| Common Stock                    | 11/08/2010                           |  | S                              | 200 D   | \$ 12.24 25,736   | D  |   |
|                                 | 11/08/2010                           |  | S                              | 1,399 D   | 24,337  | D  |   |

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|              |            |   |        |   |          |          |   |  |
|--------------|------------|---|--------|---|----------|----------|---|--|
| Common Stock |            |   |        |   |          | \$ 12.23 |   |  |
| Common Stock | 11/08/2010 | S | 1,400  | D | \$ 12.22 | 22,937   | D |  |
| Common Stock | 11/08/2010 | S | 1,100  | D | \$ 12.21 | 21,837   | D |  |
| Common Stock | 11/08/2010 | S | 900    | D | \$ 12.2  | 20,937   | D |  |
| Common Stock | 11/08/2010 | S | 868    | D | \$ 12.19 | 20,069   | D |  |
| Common Stock | 11/08/2010 | S | 2,969  | D | \$ 12.18 | 17,100   | D |  |
| Common Stock | 11/08/2010 | S | 1,000  | D | \$ 12.17 | 16,100   | D |  |
| Common Stock | 11/08/2010 | S | 3,914  | D | \$ 12.16 | 12,186   | D |  |
| Common Stock | 11/08/2010 | S | 12,186 | D | \$ 12.15 | 0        | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (right to buy)       | \$ 3.14  | 11/08/2010                           |  | M                              | 26,468  | (2)  | 11/14/2013  | Common Stock               | 26,468 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |           |
|--|---------------|-----------|---------|-----------|
|  | Director      | 10% Owner | Officer | Other     |
| NORDIN JOHN R<br>C/O KAR AUCTION SERVICES, INC.<br>13085 HAMILTON CROSSING BLVD.<br>CARMEL, IN 46032 |               |           |         | EVP & CIO |

## Signatures

/s/ Rebecca C. Polak as  
Attorney-in-Fact

11/10/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Includes (i) 3,800 shares of common stock held of record by KAR Holdings II, LLC (which are attributable to Axle Holdings II, LLC), by virtue of the reporting person's common ownership interest in Axle Holdings II, LLC and (ii) 5,020 shares of common stock held of

(1) record by KAR Holdings II, LLC, by virtue of the reporting person's common ownership interest in KAR Holdings II, LLC. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) The option became exercisable as to 8,822 shares on November 14, 2004 and as to 17,645 shares on May 25, 2005.

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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