

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* JOHNSON PETER 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) 11/30/2004			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		
302 SOUTH HOOVER ROAD PO BOX 1007			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) VIRGINIA MN 55792								
(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	11/30/2004		M		1,250	A	\$16.6	14,903.84 ⁽¹⁾	D	
Common Stock	11/30/2004		M		1,250	A	\$15.88	16,153.84	D	
Common Stock	11/30/2004		M		1,250	A	\$25.08	17,403.84	D	
Common Stock	11/30/2004		M		1,293	A	\$25.45	18,696.84	D	
Common Stock	11/30/2004		M		1,293	A	\$18.85	19,989.84	D	
Common Stock	11/30/2004		M		1,293	A	\$27.4	21,282.84	D	
Common Stock	11/30/2004		M		1,293	A	\$29.79	22,575.84	D	
Common Stock	11/30/2004		M		646	A	\$26.91	23,221.84	D	
Common Stock								109.64 ⁽¹⁾	I	By Spouse as Custodian for Minor Grandchildren

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$16.6	11/30/2004		M		1,250 ⁽²⁾		(3)	01/02/2006	Common Stock	1,250	\$0	0	D	
Stock Option (Right to Buy)	\$15.88	11/30/2004		M		1,250 ⁽⁴⁾		(5)	01/02/2007	Common Stock	1,250	\$0	0	D	
Stock Option (Right to Buy)	\$25.08	11/30/2004		M		1,250 ⁽⁶⁾		(7)	01/02/2008	Common Stock	1,250	\$0	0	D	
Stock Option (Right to Buy)	\$25.45	11/30/2004		M		1,293 ⁽⁸⁾		(9)	01/04/2009	Common Stock	1,293	\$0	0	D	
Stock Option (Right to Buy)	\$18.85	11/30/2004		M		1,293 ⁽¹⁰⁾		(11)	01/03/2010	Common Stock	1,293	\$0	0	D	
Stock Option (Right to Buy)	\$27.4	11/30/2004		M		1,293 ⁽¹²⁾		(13)	01/02/2011	Common Stock	1,293	\$0	0	D	

**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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$29.79	11/30/2004		M		1,293 ⁽¹⁴⁾		(15)	01/02/2012	Common Stock	1,293	\$0	0	D	
Stock Option (Right to Buy)	\$26.91	11/30/2004		M		646 ⁽¹⁶⁾		01/02/2004	01/02/2013	Common Stock	646	\$0	647	D	

Explanation of Responses:

- Total shown reflects the one-for-three reverse stock split effective at 12:00 noon EDT on September 20, 2004 and includes shares acquired in exempt transactions under the dividend reinvestment feature of ALLETE's stock purchase and dividend reinvestment plan and based on plan information as of November 1, 2004.
- This option was previously reported as covering 1,450 shares at an exercise price of \$14.31 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 2, 1997 and 50% vested January 2, 1998.
- This option was previously reported as covering 1,450 shares at an exercise price of \$13.69 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 2, 1998 and 50% vested January 2, 1999.
- This option was previously reported as covering 1,450 shares at an exercise price of \$21.63 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 2, 1999 and 50% vested January 2, 2000.
- This option was previously reported as covering 1,500 shares at an exercise price of \$21.94 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 4, 2000 and 50% vested January 4, 2001.
- This option was previously reported as covering 1,500 shares at an exercise price of \$16.25 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 3, 2001 and 50% vested January 3, 2002.
- This option was previously reported as covering 1,500 shares at an exercise price of \$23.63 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 2, 2002 and 50% vested January 2, 2003.
- This option was previously reported as covering 1,500 shares at an exercise price of \$25.68 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.
- 50% vested January 2, 2003 and 50% vested January 2, 2004.
- This option was previously reported as covering 1,500 shares at an exercise price of \$23.20 per share, but was adjusted to reflect the reverse stock split and the spin off of ALLETE's subsidiary, ADESA, Inc., on September 20, 2004.

Remarks:

Ingrid K. Johnson for Peter J. Johnson 12/02/2004
 ** 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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