

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	
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1. Name and Address of Reporting Person* THORP TIMOTHY J (Last) (First) (Middle) 30 WEST SUPERIOR STREET (Street) DULUTH MN 55802 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ALLETE INC [ALE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) VP Invest. Rel./Corp. Comm.
	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2004	
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	10/27/2004		M		2,112	A	\$25.08	2,577.99	D	
Common Stock	10/27/2004		M		2,095	A	\$25.45	4,672.99	D	
Common Stock	10/27/2004		M		1,668	A	\$23.79	6,340.99	D	
Common Stock	10/27/2004		S		5,875	D	\$33.81	465.99 ⁽⁴⁾	D	
Common Stock								69.26 ⁽¹⁾	I	By Children
Common Stock								2,772.14 ⁽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	Amount or Number of Shares				
Employee Stock Option - Right to Buy	\$25.08 ⁽³⁾	10/27/2004		M		2,112 ⁽³⁾		(4)	01/02/2008	Common Stock	2,112	\$0	0	D	
Employee Stock Option - Right to Buy	\$25.45 ⁽⁵⁾	10/27/2004		M		2,095 ⁽⁵⁾		(6)	01/04/2009	Common Stock	2,095	\$0	0	D	
Employee Stock Option - Right to Buy	\$23.79 ⁽⁷⁾	10/27/2004		M		1,668 ⁽⁷⁾			02/03/2004	Common Stock	1,668	\$0	1,668	D	

Explanation of Responses:

- Total shown reflects a one-for-three reverse stock split 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. Based on plan information available as of September 30, 2004.
- Total shown reflects a one-for-three reverse stock split on September 20, 2004 and includes shares acquired in exempt transactions under ALLETE's retirement savings and stock ownership plan. Based on plan information available as of September 30, 2004.
- This option was previously reported as covering 2,450 shares at an exercise price of \$21.65 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 2,430 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 3,869 shares at an exercise price of \$20.51 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 Timothy J. Thorp 10/29/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.