

AMERIPRISE FINANCIAL INC

Form 4

November 21, 2006

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 *
 Knowlton Warren D

(Last) (First) (Middle)

GENERAL COUNSEL'S
 OFFICE, 1098 AMERIPRISE
 FINANCIAL CENTER

(Street)

MINNEAPOLIS, MN 55474

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
 AMERIPRISE FINANCIAL INC
 [AMP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/17/2006

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Annual Grant and Quarterly Dividend thereon) <u>(1)</u>	<u>(2)</u>	11/17/2006		A		492.378		<u>(3)</u>	<u>(3)</u>	Common Stock	492.378
Phantom Stock (Quarterly Dividend on Annual Grant)	<u>(4)</u>	11/17/2006		A		0.755		<u>(3)</u>	<u>(3)</u>	Common Stock	0.755

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knowlton Warren D GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	X			

Signatures

/s/ Thomas R. Moore for Warren D.
Knowlton 11/21/2006

 **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).

(1) The phantom stock reported includes deferred share units that were issued on November 17, 2006, but should have been issued to the reporting director as part of the initial issuance of his prorated annual grant on October 31, 2006 in connection with his election to the board, as well as the number of deferred share units that would have been credited as quarterly dividends on such deferred share units had they been properly issued on October 31, 2006, which was prior to the record date for the quarterly dividend.

(2) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. Common Stock.

(3) Upon ceasing to be a non-employee director of Ameriprise Financial, Inc., the reporting director will receive Common Stock of Ameriprise Financial, Inc. in settlement of the reporting director's deferred share units on a one-for one basis in a lump sum at the end of the quarter immediately following the quarter in which the reporting director's termination of service on the Board of Directors occurs.

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- (4) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. Common Stock. Deemed quarterly dividends were awarded for the reported deferred share unit award granted to the reporting director under the Ameriprise Financial Deferred Share Plan. The record date for the deemed dividends was November 7, 2006 and the deemed quarterly dividends were credited on November 17, 2006.

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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