

AMERIPRISE FINANCIAL INC
 Form 4
 February 11, 2014

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 *
 McGraw Deirdre Davey

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2014

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 EVP Corp Comm/Cmnity Rltns

1098 AMERIPRISE FINANCIAL CENTER, GENERAL COUNSEL'S OFFICE

(Street)

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

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

MINNEAPOLIS, MN 55474

(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 or Price		
Common Stock	02/07/2014		A		1,161 (1)	A	\$ 0 24,537 D
Common Stock	02/07/2014		A		3,338	A	\$ 0 27,875 D
Common Stock	02/07/2014		F		1,489	D	\$ 107.61 26,386 D
Common Stock	02/10/2014		M		4,602	A	\$ 58.73 30,988 D
	02/10/2014		M		8,321	A	\$ 52.86 39,309 D

Common Stock								
Common Stock	02/10/2014		F	9,710	D	\$ 107.61	29,599	D
Common Stock							393.51	I
								By 401(k) Plan ⁽²⁾

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Phantom Stock	⁽³⁾	02/07/2014		A	85.7262	⁽⁴⁾ ⁽⁴⁾	Common Stock 85.7
Employee Stock Option (right to buy)	\$ 107.61	02/07/2014		A	9,708	⁽⁵⁾ 02/07/2024	Common Stock 9,708
Employee Stock Option (right to buy)	\$ 58.73	02/10/2014		M	4,602	⁽⁶⁾ 01/30/2017	Common Stock 4,602
Employee Stock Option (right to buy)	\$ 52.86	02/10/2014		M	8,321	⁽⁶⁾ 01/29/2018	Common Stock 8,321

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGraw Deirdre Davey
1098 AMERIPRISE FINANCIAL CENTER
GENERAL COUNSEL'S OFFICE
MINNEAPOLIS, MN 55474

EVP Corp
Comm/Cmnity
Rltns

Signatures

/s/ Thomas R. Moore for Deirdre Davey
McGraw

02/11/2014

__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) Restricted stock award grant, granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in three equal installments on February 7, 2015, February 7, 2016 and February 7, 2017.
Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise
- (2) Financial 401(k) plan as of February 5, 2014. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Ameriprise stock.
- (3) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
- (4) Shares of phantom stock are payable in shares of Ameriprise common stock following termination of employment or during a specified future year in accordance with The Ameriprise Financial Deferred Compensation Plan.
- (5) One-third of the options vest after one year; one-third of the options vest after two years and the final options vest three years from February 7, 2014.
- (6) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.