

AMERIPRISE FINANCIAL INC
 Form 4
 August 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
CRACCHIOLO JAMES M

(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)
08/01/2013

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)
 Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/01/2013		M		45,886 A \$ 21.34	438,728	D
Common Stock	08/01/2013		F		28,960 D \$ 91.1	409,768	D
Common Stock	08/01/2013		S		8,463 D \$ 91.1008	401,305	D
Common Stock	08/02/2013		M		54,114 A \$ 21.34	455,419	D

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Common Stock	08/02/2013	F	34,162	D	\$ 91.1	421,257	D	
Common Stock	08/02/2013	S	9,976	D	\$ 91.1005 <u>(3)</u>	411,281	D	
Common Stock	08/05/2013	M	100,000	A	\$ 21.34	511,281	D	
Common Stock	08/05/2013	F	63,108	D	\$ 91.21	448,173	D	
Common Stock						1,384.1	I	By 401(k) Plan <u>(4)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 21.34	08/01/2013		M	45,886	<u>(1)</u> 02/03/2019	Common Stock 45,886
Employee Stock Option (Right to Buy)	\$ 21.34	08/02/2013		M	54,114	<u>(1)</u> 02/03/2019	Common Stock 54,114
Employee Stock Option (Right to Buy)	\$ 21.34	08/05/2013		M	100,000	<u>(1)</u> 02/03/2019	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRACCHIOLO JAMES M GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	X		Chairman and CEO	

Signatures

/s/ Thomas R. Moore for James M.

Cracchiolo

08/05/2013

__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) One-third of the options vest after two years, one-third vest after three years; and the final third vest four years from February 2, 2009.
Reflects the weighted average price of 8,463 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on August 1, 2013 with sale prices ranging from \$91.10 to \$91.1050 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Reflects the weighted average price of 9,976 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on August 2, 2013 with sale prices ranging from \$91.10 to \$91.11 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise Financial 401(k) plan as of July 26, 2013. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Ameriprise stock.
- (4)

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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