

AMERIPRISE FINANCIAL INC
 Form 4
 October 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
 Schwarzmann Mark Edward

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)
 10/03/2006

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Pres - Ins, Ann, Prdct Dist

GENERAL COUNSEL'S
 OFFICE, 1098 AMERIPRISE
 FINANCIAL CENTER

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	10/03/2006		F	945 D \$ 47.49	11,539	D	
Common Stock					4	I	By 401(k) Plan ⁽¹⁾

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

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SEC 1474
 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwarzmann Mark Edward GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474			Pres - Ins, Ann, Prdct Dist	

Signatures

/s/ David H. Weiser for Mark Edward Schwarzmann 10/05/2006
**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).
- Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise (1) Financial 401(k) Plan as of September 30, 2005. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Ameriprise stock.
- 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. ommon

Stock Tendered

1
 June 11, 2014 62.0896 N/A* 31.4537 N/A* N/A*

2
 Reporting Owners

June 12, 2014 61.0769 N/A* 31.9060 N/A* N/A*

3

June 13, 2014

60.4820 \$61.2162 32.2160 \$31.8586 2.0661x

4

June 16, 2014 60.4832 \$60.6807 32.6985 \$32.2735 2.0217x

5

June 17, 2014 60.2268 \$60.3973 33.6329 \$32.8491 1.9770x

6

June 18, 2014 60.9251 \$60.5450 33.8947 \$33.4087 1.9487x

7

June 19, 2014 60.3966 \$60.5162 33.9348 \$33.8208 1.9240x

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Explanation of Responses:

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* No indicative calculated per-share values or indicative exchange ratios are provided for the first two days of the exchange offer period as such values require daily VWAP data for three trading days.

Source: Bloomberg L.P.

Other Related Information

Prospectus	Letter of Transmittal	Notice of Guaranteed Delivery
Notice of Withdrawal	Conditional Notice of Conversion	Press Release

Information for Savings Plans Participants

Letter To CBS 401K Participants	CBS 401K Q&A	CBS 401K Blackout Notice
Letter To Outdoor 401K Participants	Outdoor 401K Q&A	Outdoor 401K Blackout Notice

Questions and requests for assistance or for additional copies of the Prospectus, the letter of transmittal and other exchange offer materials may be directed to the information agent for the exchange offer at the telephone numbers and address listed below. You may also contact your broker, dealer, commercial bank, trust company, custodian or other similar institution, as applicable, for assistance concerning the exchange offer.

The information agent for the exchange offer is:

480 Washington Boulevard, 26th Floor
Jersey City, NJ 07310

1-888-624-7035 (toll-free in the United States)

+1-781-575-3340 (all others outside the U.S.)

Glossary of Terms

daily VWAP: VWAP for the period beginning at 9:30 a.m., New York City time (or such other time as is the official open of trading on the NYSE), and ending at 4:00 p.m., New York city time (or such other time as is the official close of trading on the NYSE), except that such data will only take into account adjustments made to reported trades included by 4:10 p.m., New York City time.

exchange ratio: The number of shares of Outdoor Americas common stock that will be exchanged for each share of CBS Class B common stock accepted in the exchange offer. The final exchange ratio will be available on this website and separately published by press release by 4:30 p.m., New York City time, on the expiration date of the exchange offer. In addition, the final exchange ratio may be obtained from the information agent, Georgeson Inc., at 1 888 624 7035 (toll free for all stockholders in the United States) +1 781 575 3340 (all others outside the United States)

final calculated per-share value: The final per share value of CBS common stock and the final per share value of Outdoor Americas common stock to be used for purposes of calculating the final exchange ratio, equal to the simple arithmetic average of the daily VWAP for CBS Class B common stock and Outdoor Americas common stock, as applicable, on the NYSE during the Averaging Period.

indicative calculated per-share value: During the exchange offer, this website will display indicative calculated per-share values for CBS Class B common stock and Outdoor Americas common stock. These indicative values are displayed to assist tendering stockholders in understanding how the number of shares of Outdoor Americas common stock they would receive in the exchange offer will be calculated but are not indicative of the final exchange ratio.

From the third trading day until the first day of the Averaging Period, the indicative calculated per share value of (1) CBS Class B common stock published on this website will equal the average of the daily VWAP of CBS Class B common stock on that day and each of two prior trading days, and (2) Outdoor Americas common stock published on this website will equal the average of the daily VWAP of Outdoor Americas common stock on that day and each of the two prior trading days. The data used to calculate such indicative calculated per share values will not, however, be included in the calculation of the final calculated per-share value for either CBS Class B common stock or Outdoor Americas common stock. During the Averaging Period, the indicative calculated per-share values published on this website will equal (1) on the first day of the Averaging Period, the actual intra-day VWAP during the elapsed portion of the first day of the Averaging Period and (2) on the second day of the Averaging Period, the daily VWAP for the first day of the Averaging Period averaged with the actual intra day VWAP during the elapsed portion of the second day of the Averaging Period; and (3) on the third day of the Averaging Period, the daily VWAP for the first and second days of the Averaging Period averaged with the actual intra day VWAP for the elapsed portion of the third day of the Averaging Period. The data used to calculate such indicative calculated per share values will be used in determining the final calculated per share values.

intra day VWAP: Intra day VWAP means VWAP for the period beginning at the official open of trading on the NYSE and ending at a specified time in such day. Please note that the data used to derive the intra day VWAP published on this website during the Averaging Period is subject to a 30 minute reporting and upload delay.

proration: If the exchange offer is oversubscribed and CBS cannot fulfill all tenders of CBS Class B common stock at the exchange ratio, then all shares of CBS Class B common stock that are validly tendered will generally be accepted for exchange on a pro rata basis in proportion to the number of shares tendered. We refer to this as proration. Stockholders (other than participants in certain CBS savings plans) who beneficially own odd-lots (that is, less than 100 shares of CBS Class B common stock in the aggregate) and who validly tender all their shares will not be subject to proration. Proration for each tendering stockholder will be based on the number of shares of CBS Class B common stock tendered by that stockholder in the exchange offer, and not on that stockholder's aggregate ownership of CBS common stock.

VWAP: The volume-weighted average price per share of the applicable stock on the NYSE during the period specified, as obtained from Bloomberg L.P.

Forward-Looking Statements

Certain statements in this communication are (forward looking statements) within the meaning of the Private Securities Litigation Reform Act of 1995. Forward looking statements are not based on historical facts, but rather reflect CBS's current expectations concerning future results and events. These forward looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward looking statements. Important factors that could cause actual results to differ materially from CBS's expectations include, without limitation: the ability to obtain the requisite regulatory approvals and satisfy the conditions of the exchange offer; Outdoor Americas' failure to qualify, or remain qualified, to be taxed as real estate investment trust; changes in legislation, tax rules or market conditions; other domestic and global economic, business, competitive and/or other regulatory factors affecting CBS's businesses generally, including Outdoor Americas; and other factors described in CBS's news releases and filings with the Securities and Exchange Commission (the SEC) including, but not limited to, its most recent Forms 10 K, 10 Q and 8 K. Other risks and uncertainties are described in the Registration Statement on Form S-4 of Outdoor Americas filed with the SEC. There can be no assurance that CBS will be able to complete the

exchange offer on the anticipated terms, or at all. You should not place undue reliance on these forward looking statements. Forward looking statements speak only as of the date on which they are made. CBS does not undertake any obligation to update any forward looking statements contained in this communication as a result of new information or future events or developments, except to the extent required by applicable securities laws.

Additional Information

The terms and conditions of the exchange offer are more fully described in the Registration Statement on Form S-4 filed by Outdoor Americas with the SEC and a Schedule TO filed by CBS with the SEC. The Prospectus, which is included in the Registration Statement, contains important information about CBS, Outdoor Americas, the exchange

offer and related matters. **Investors and security holders are urged to read carefully and in its entirety the Prospectus and any other relevant documents filed with the SEC by CBS and Outdoor Americas when they become available and before making any investment decision.**

None of CBS, Outdoor Americas or their respective directors or officers or any dealer manager appointed with respect to the exchange offer makes any recommendation as to whether any CBS shareholder should participate in the exchange offer. This website is for informational purposes only and is neither an offer to sell nor an offer to buy any securities, nor is it a recommendation as to whether a shareholder should participate in the exchange offer. The offer is made solely by means of the Prospectus.

In addition to the links above, CBS shareholders may obtain a free copy of the Prospectus and other related documents filed with the SEC by CBS and Outdoor Americas at the SEC's web site at www.sec.gov, and those documents may also be obtained for free, as applicable, from CBS at www.cbscorporation.com or Outdoor Americas at www.cbsoutdoor.com.