Berman Walter Stanley Form 4 February 15, 2011

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Berman Walter Stanley

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

below)

Symbol

AMERIPRISE FINANCIAL INC

(Check all applicable)

[AMP]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

02/11/2011

Executive VP and CFO

GENERAL COUNSEL'S OFFICE, 1098 AMERIPRISE FINANCIAL CENTER

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MINNEAPOLIS, MN 55474

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported Transaction(s)

(A)

(Instr. 3 and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6.	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Ex	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities Acquire	red (M	Ionth/Day/	Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of	of				
	Derivative				(D)					
	Security				(Instr. 3, 4, and 5))				
				Code V	(A) ((D) Da	ate	Expiration	Title	Amount or
						Ex	xercisable	Date		Number of Shares
Phantom	(1)	02/11/2011		A	2,311.7269		(2)	(2)	Common	2,311.72
Stock	<u>, 17</u>	02/11/2011		11	2,511.7207				Stock	2,511.72

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Berman Walter Stanley GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474

Executive VP and CFO

Signatures

/s/ Thomas R. Moore for Walter Stanley Berman

02/15/2011

**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) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
- (2) 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.
- (3) Includes 406.2939 phantom shares credited to the reporting person's account as a result of the deemed reinvestment of dividends allocated since phantom shares were last reported.

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.

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