

AMERIPRISE FINANCIAL INC

Form 4

March 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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

(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)
03/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price		
Common Stock	03/07/2014		M		30,000	A	\$ 52.86	57,796	D
Common Stock	03/07/2014		M		70,124	A	\$ 58.73	127,920	D
Common Stock	03/07/2014		F		76,301	D	\$ 112	51,619	D
Common Stock	03/07/2014		S		11,911	D	\$ 112.661 (1)	39,708	D

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Common Stock 296.1578 ⁽²⁾ I By 401(k) Plan

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)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 52.86	03/07/2014		M	30,000	⁽³⁾ 01/29/2018	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 58.73	03/07/2014		M	70,124	⁽³⁾ 01/30/2017	Common Stock	70,124

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

03/11/2014

 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) Reflects the weighted average price of 11,911 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on March 7, 2014 with sale prices ranging from \$112.65 to \$112.69 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) 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 March 7, 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) 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.

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