

AMERIPRISE FINANCIAL INC

Form 4

November 26, 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 *
TRUSCOTT WILLIAM F

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)
11/24/2014

____ Director
 Officer (give title below) CEO, Global Asset Management
____ 10% Owner
____ Other (specify below)

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)
 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 | (A) or (D) | Price | | | |
| Common Stock | 11/24/2014 | | M | | 77,757 | A | \$ 52.86 | 92,908 | D | |
| Common Stock | 11/24/2014 | | F | | 53,444 | D | \$ 131.37 | 15,151 ⁽¹⁾ | D | |
| Common Stock | 11/24/2014 | | S | | 24,313 | D | \$ 131.416 ⁽²⁾ | 41,535 ⁽¹⁾ | I | By LLC |
| Common Stock | | | | | | | | 254.07 | I | By 401(k) Plan ⁽³⁾ |

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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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 52.86 | 11/24/2014 | | M | 77,757 | ⁽⁴⁾ 01/29/2018 | Common Stock 77,757 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUSCOTT WILLIAM F GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474 | | | CEO, Global Asset Management | |

Signatures

/s/ Thomas R. Moore for William Fredrick Truscott
11/26/2014

__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) The balances reflect the transfer of the shares remaining following the option exercise and forfeiture of shares to satisfy tax withholding to the reporting person's indirect LLC holdings.
Reflects the weighted average price of 24,313 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on November 24, 2014 with sale prices ranging from \$131.14 to \$131.95 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)

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- Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise
- (3) Financial 401(k) plan as of November 24, 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.
 - (4) 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.