

AMERIPRISE FINANCIAL INC

Form 4

February 10, 2015

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 *
Junek John Carl

(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)
02/06/2015

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 below) ____ Other (specify below)
Exec VP and General Counsel

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. Code (Instr. 8)	4. Securities Acquired Transaction(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2015		M ⁽¹⁾	5,641 A \$ 52.86	25,941	D	
Common Stock	02/06/2015		F	3,855 D \$ 136	22,086	D	
Common Stock	02/06/2015		S ⁽¹⁾	1,786 D \$ 136	20,300	D	
Common Stock	02/06/2015		A	9,718 A \$ 0	30,018	D	
	02/06/2015		F	5,240 D	24,778	D	

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Common Stock					\$ 134.79			
Common Stock	02/07/2015	F	391	D	\$ 134.79	24,387	D	
Common Stock	02/09/2015	S ⁽¹⁾	654	D	\$ 133.98	23,733	D	
Common Stock					36.12 ⁽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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (right to buy)	\$ 52.86	02/06/2015		M			5,641	(3)	01/29/2018	Common Stock	5,641
Phantom Stock	(4)	02/06/2015		A		546.4055		(5)	(5)	Common Stock	546.4055

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Junek John Carl GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	Exec VP and General Counsel

Signatures

/s/ Thomas R. Moore for John Carl
JuneK

02/10/2015

__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) Option exercise and sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 23, 2014.
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 February 7, 2015. 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.
- (4) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
- (5) 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.

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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