

CRATE DARRELL W  
Form 4  
February 09, 2007

**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 \*  
CRATE DARRELL W

2. Issuer Name and Ticker or Trading Symbol  
AFFILIATED MANAGERS GROUP INC [AMG]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive V.P. and CFO

(Last) (First) (Middle)  
C/O AFFILIATED MANAGERS GROUP, INC., 600 HALE STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2007

PRIDES CROSSING, MA 01965

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

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/07/2007		M			2,298	A	\$ 43.5	54,534	D	
Common Stock	02/07/2007		F			874	D	\$ 114.33	54,534	D	
Common Stock	02/07/2007		M			52,813	A	\$ 33.97	54,534	D	
Common Stock	02/07/2007		M			12,187	A	\$ 35.42	54,534	D	
Common Stock	02/07/2007		S			65,000	D	\$ 114.57	54,534	D	

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Common Stock      02/08/2007      F      2,902<sup>(1)</sup>      D      \$ 110.08      54,534      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	\$ 43.5	02/07/2007		M	2,298	12/31/2006      07/24/2010	Common Stock      2,298
Employee Stock Option (Right to Buy)	\$ 33.97	02/07/2007		M	52,813	12/31/2006      12/10/2009	Common Stock      52,813
Employee Stock Option (Right to Buy)	\$ 35.42	02/07/2007		M	12,187	12/31/2003      08/14/2010	Common Stock      12,187

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

CRATE DARRELL W  
C/O AFFILIATED MANAGERS GROUP, INC.  
600 HALE STREET  
PRIDES CROSSING, MA 01965

Executive V.P. and CFO

## Signatures

/s/ John Kingston, III,  
Attorney-in-Fact

02/09/2007

\_\_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 surrender of 2,902 shares of common stock to the Company, formerly held in trust pursuant to a non-qualified defined contribution plan, to satisfy a tax withholding obligation related to the trust's distribution of common stock to Mr. Crate.

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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