

Artisan Partners Asset Management Inc.
 Form 4
 March 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
ZIEGLER ANDREW A

2. Issuer Name and Ticker or Trading Symbol
Artisan Partners Asset Management Inc. [APAM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ARTISAN PARTNERS ASSET MGMT INC., 875 E. WISCONSIN AVE, SUITE 800

(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

MILWAUKEE, WI 53202

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class C Common Stock, par value \$0.01 per share ⁽¹⁾ | 03/09/2015 | | D ⁽²⁾ | | 1,227,525 ⁽²⁾ ⁽³⁾ | D | \$ 0 |
| | | | | | 6,955,973 | I | |

By Artisan Investment Corporation ⁽⁴⁾

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 |
| Class D Common Units of Artisan Partners Holdings LP | (2) | 03/09/2015 | | D(2) | 1,227,525 (2) (3) | (3) (3) | Class A Common Stock, par value \$0.01 per share 1,227,52 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZIEGLER ANDREW A C/O ARTISAN PARTNERS ASSET MGMT INC. 875 E. WISCONSIN AVE, SUITE 800 MILWAUKEE, WI 53202 | X | X | | |
| ARTISAN INVESTMENT CORP 875 E. WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202 | | | X | |
| ZFIC, Inc. 875 E. WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202 | | | X | |
| ZIEGLER CARLENE M 875 E. WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202 | | | X | |

Signatures

/s/ Lisa A. Moran, attorney-in-fact for Andrew A. Ziegler 03/10/2015
 **Signature of Reporting Person Date

/s/ Lisa A. Moran, attorney-in-fact for Artisan Investment Corp 03/10/2015
 **Signature of Reporting Person Date

/s/ Lisa A. Moran, attorney-in-fact for ZFIC, Inc 03/10/2015
**Signature of Reporting Person Date

/s/ Lisa A. Moran, attorney-in-fact for Carlene M. Ziegler 03/10/2015
**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).
- In connection with the initial public offering of Artisan Partners Asset Management Inc. (the "Company") and the related reorganization transactions, on March 12, 2013, Artisan Investment Corporation ("AIC") received a number of shares of Class C common stock, par value \$0.01 per share ("Class C Common Stock"), of the Company equal to the number of Class D common units ("Class D Common Units") then held by AIC. Shares of Class C Common Stock have no economic rights.
- (1) On March 9, 2015, pursuant to the Partnership Unit Purchase Agreement dated February 19, 2015, by and between the Company and AIC, the Company purchased 1,227,525 Class D Common Units from AIC for \$46.08 per unit and AIC delivered to the Company an equal number of shares of Class C Common Stock for cancellation.
- (2) Pursuant to the Exchange Agreement among the Company and each holder of limited partnership units of Artisan Partners Holdings LP (the "Exchange Agreement"), dated March 12, 2013, AIC has the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange its Class D Common Units for an equal number of shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Company. Upon any such exchange for Class A Common Stock, the corresponding shares of Class C Common Stock then owned by AIC will be cancelled. The Class D Common Units have no expiration date.
- (3) These shares and units, as applicable, are owned directly by AIC. All of the outstanding capital stock of AIC is owned directly by ZFIC, Inc. The reporting person and his spouse own all of the voting shares of ZFIC, Inc. The nonvoting shares of ZFIC, Inc. are owned by trusts, the sole beneficiaries of which are immediate family members of the reporting person.
- (4)

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.