

AMERIPRISE FINANCIAL INC
 Form 4
 February 10, 2015

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 *
 McGraw Deirdre Davey

2. Issuer Name and Ticker or Trading Symbol
 AMERIPRISE FINANCIAL INC
 [AMP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP Corp Comm/Cmnity Rltns

(Last) (First) (Middle)
 1098 AMERIPRISE FINANCIAL CENTER, GENERAL COUNSEL'S OFFICE

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2015

(Street)
 MINNEAPOLIS, MN 55474

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/06/2015 | | A | | 3,938 A \$ 0 | 18,847 | D |
| Common Stock | 02/06/2015 | | F | | 2,349 D \$ 134.79 | 16,498 | D |
| Common Stock | 02/07/2015 | | F | | 217 D \$ 134.79 | 16,281 | D |
| Common Stock | | | | | | 413.62 ⁽¹⁾ | I By 401(k) Plan |

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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 |
| Phantom Stock | (2) | 02/06/2015 | | A | 112.3043 | (3) | (3) | | | Common Stock | 112.3043 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGraw Deirdre Davey
1098 AMERIPRISE FINANCIAL CENTER
GENERAL COUNSEL'S OFFICE
MINNEAPOLIS, MN 55474

EVP Corp
Comm/Cmnity
Rltns

Signatures

/s/ Thomas R. Moore for Deirdre Davey 02/10/2015
McGraw

__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).

- Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise
- (1) 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.
 - (2) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
 - (3) 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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