

AMERIPRISE FINANCIAL INC
 Form 4
 February 11, 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 *
 Woerner John Robert

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)
 02/07/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres Ins & Chief Strat Officer

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/07/2014		A		2,462 (1)	A	\$ 0 26,926 D
Common Stock	02/07/2014		A		7,154	A	\$ 0 34,080 D
Common Stock	02/07/2014		F		4,002	D	\$ 107.61 30,078 D
Common Stock	02/11/2014		M		24,107	A	\$ 52.86 54,185 D
	02/11/2014		F		17,866	D	\$ 105.9 36,319 D

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Common
Stock

Common Stock 02/11/2014 S 10,744 D \$
106.3871 25,575 D
(2)

Common Stock 207.37 I By
401(k)
Plan (3)

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
Phantom Stock	<u>(4)</u>	02/07/2014		A	615,649	<u>(5)</u> <u>(5)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 107.61	02/07/2014		A	20,581	<u>(6)</u> 02/07/2024	Common Stock
Employee Stock Option (right to buy)	\$ 52.86	02/11/2014		M	24,107	<u>(7)</u> 01/29/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woerner John Robert GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER			Pres Ins & Chief Strat Officer	

MINNEAPOLIS, MN 55474

Signatures

/s/ Thomas R. Moore for John Robert
Woerner

02/10/2014

__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) Restricted stock award grant, granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in three equal installments on February 7, 2015, February 7, 2016 and February 7, 2017.
- (2) Reflects the weighted average price of 10,744 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on February 11, 2014 with sale prices ranging from \$106.226 to \$106.516 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.
- (3) 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 5, 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) 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.
- (6) One-third of the options vest after one year; one-third of the options vest after two years and the final options vest three years from February 7, 2014.
- (7) 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.