

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 \*  
 Berman Walter Stanley

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)  
 Executive VP and CFO

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		6,570 (1)	A	\$ 0 34,152 D
Common Stock	02/07/2014		A		21,260	A	\$ 0 55,412 D
Common Stock	02/07/2014		F		12,616	D	\$ 107.61 42,796 D
Common Stock	02/11/2014		S		15,000	D	\$ 106.4345 27,796 D (2)

Common Stock	295.04	I	By 401(k) Plan <sup>(3)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474  
(9-02)

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**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
Phantom Stock	<u>(4)</u>	02/07/2014		A	1,641.1114	<u>(5)</u>	<u>(5)</u>			Common Stock	1,641.1114
Employee Stock Option (right to buy)	\$ 107.61	02/07/2014		A	54,910	<u>(6)</u>		02/07/2024		Common Stock	54,910

## Reporting Owners

Reporting Owner Name / Address	Relationships
Berman Walter Stanley GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	Director   10% Owner   Officer   Other  Executive VP and CFO

## Signatures

/s/ Thomas R. Moore for Walter Stanley Berman	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).

## Edgar Filing: AMERIPRISE FINANCIAL INC - Form 4

- (1) Restricted stock unit 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.  
Reflects the weighted average price of 15,000 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 \$106.36 to \$106.54 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.
- (2) 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.
- (3) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
- (4) 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.
- (5) 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.
- (6)

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.