

AMERIPRISE FINANCIAL INC
 Form 4
 February 06, 2013

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 *
 TRUSCOTT WILLIAM F

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)
 CEO, U.S. Asset Management

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/04/2013

MINNEAPOLIS, MN 55474
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/04/2013		M		200,000 A \$ 21.34	226,434	D
Common Stock	02/04/2013		S		191,516 D \$ 65.5239	34,918	D
Common Stock	02/04/2013		A		7,845 A \$ 0	42,763	D
Common Stock						46,644	I By LLC

Common Stock 245.54 I By 401(k) Plan (2)

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

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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 Am Nu Sha
Employee Stock Option (right to buy)	\$ 21.34	02/04/2013		M	200,000	(3) 02/03/2019	Common Stock 20
Employee Stock Option (right to buy)	\$ 65.31	02/04/2013		A	56,688	(4) 02/05/2023	Common Stock 50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUSCOTT WILLIAM F GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474			CEO, U.S. Asset Management	

Signatures

/s/ Thomas R. Moore for William Fredrick Truscott 02/06/2013

**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 weighted average price of 191,516 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on February 4, 2013 with sale prices ranging from \$65.23 to \$65.87 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 4, 2013. 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) One-third of the options vest after two years; one-third vest after three years and the final third vest four years from February 2, 2009.

(4) 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 4, 2013.

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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