

McGraw Deirdre Davey  
Form 4  
December 14, 2012

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP Corp Comm/Cmnity Rltns

1098 AMERIPRISE FINANCIAL CENTER, GENERAL COUNSEL'S OFFICE

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/12/2012                           |  | M                              | 3,110 A \$ 35.035   | 12,924  | D  |   |
| Common Stock                    | 12/12/2012                           |  | M                              | 8,000 A \$ 21.34  | 20,924  | D  |   |
| Common Stock                    | 12/12/2012                           |  | S                              | 8,237 D \$ 61.9645<br><u>(1)</u>                                  | 12,687  | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,983.36  | I  | By 401(k) Plan <u>(2)</u>                             |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 35.035  | 12/12/2012                           |  | M                              | 3,110   | 10/03/2009 10/02/2015                                    | Common Stock  | 3,110                      |
| Employee Stock Option (Right to Buy)       | \$ 21.34   | 12/12/2012                           |  | M                              | 8,000   | <sup>(3)</sup> 02/03/2019                                | Common Stock  | 8,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| McGraw Deirdre Davey<br>1098 AMERIPRISE FINANCIAL CENTER<br>GENERAL COUNSEL'S OFFICE<br>MINNEAPOLIS, MN 55474 |               |           | EVP Corp<br>Comm/Cmnity<br>Rltns |       |

## Signatures

/s/ Thomas R. Moore for Deirdre Davey  
McGraw

12/14/2012

\*\*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 8,237 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on December 12, 2012 with sale prices ranging from \$61.932 to \$62.401 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 December 11, 2012. 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.

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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