

CRACCHIOLO JAMES M
Form 4
February 08, 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 *
CRACCHIOLO JAMES M

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)
02/06/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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. Code | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/06/2013 | | M | | 200,000 | A | \$ 35.035 |
| Common Stock | 02/06/2013 | | F | | 77,249 | D | \$ 66.3 |
| Common Stock | 02/06/2013 | | F | | 77,249 | D | \$ 66.48 |
| Common Stock | 02/06/2013 | | S | | 22,752 | D | \$ 66.3566 |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------|------------|---|-------------------------------|
| Common Stock | 02/06/2013 | F | 5,096 | D | \$ 66.61 | 301,357 | D | |
| Common Stock | 02/07/2013 | M | 200,000 | A | \$ 35.035 | 501,357 | D | |
| Common Stock | 02/07/2013 | F | 154,352 | D | \$ 66.61 | 347,005 | D | |
| Common Stock | 02/07/2013 | F | 5,553 | D | \$ 66.13 | 341,452 | D | |
| Common Stock | | | | | | 1,370.5678 | I | By 401(k) Plan ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Number Shares |
| Employee Stock Option (right to buy) | \$ 35.035 | 02/06/2013 | | M | 200,000 | 10/03/2009 10/02/2015 | Common Stock | 200,000 | |
| Employee Stock Option (right to buy) | \$ 35.035 | 02/07/2013 | | M | 200,000 | 10/03/2009 10/02/2015 | Common Stock | 200,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

CRACCHIOLO JAMES M
GENERAL COUNSEL'S OFFICE
1098 AMERIPRISE FINANCIAL CENTER
MINNEAPOLIS, MN 55474

Chairman
and CEO

Signatures

/s/ Thomas R. Moore for James M.
Cracchiolo

02/08/2013

__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 22,752 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on February 6, 2013 with sale prices ranging from \$66.30 to \$66.48 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.

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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