

AMERIPRISE FINANCIAL INC

Form 4

February 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Froude Donald E

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)
1098 AMERIPRISE FINANCIAL
CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Pres., Personal Advisors Group

(Street)
MINNEAPOLIS, MN 55474

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/07/2014		A	Amount 4,088 (1)	\$ 0 37,935	D	
Common Stock	02/07/2014		A	14,480	\$ 0 52,415	D	
Common Stock	02/07/2014		F	8,358	\$ 107.61 44,057	D	
Common Stock					3,879.99	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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(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	Amount Number of Shares
Phantom Stock	(3)	02/07/2014		A		5,545.0237		(4)	(4)	Common Stock	5,545.0237
Employee Stock Option (right to buy)	\$ 107.61	02/07/2014		A		34,173		(5)	02/07/2024	Common Stock	34,173

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Froude Donald E 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	Pres., Personal Advisors Group

Signatures

/s/ Thomas R. Moore for Donald E. Froude 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.

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)

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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.

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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