

AMERIPRISE FINANCIAL INC  
 Form 4  
 November 04, 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 \*  
 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/31/2014

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	(A) or (D)			
Common Stock	10/31/2014		M		4,500	A	\$ 52.86	320,995	D
Common Stock	10/31/2014		S		4,500	D	\$ 126.77 (1)	316,495	D
Common Stock	11/03/2014		M		100,000	A	\$ 52.86	416,495	D
Common Stock	11/03/2014		F		71,858	D	\$ 127.21	344,637	D
	11/03/2014		S		611	D		344,026	D

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Common Stock					\$ 127,253 <u>(2)</u>				
Common Stock	11/04/2014		S	55,085	D	\$ 127,4154 <u>(3)</u>	288,941	D	
Common Stock							1,412.47 <u>(4)</u>	I	By 401(k) Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 52.86	10/31/2014		M	4,500	<u>(5)</u> 01/29/2018	Common Stock 4,500
Employee Stock Options (right to buy)	\$ 52.86	11/03/2014		M	100,000	<u>(5)</u> 01/29/2018	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRACCHIOLO JAMES M GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	X		Chairman and CEO	

## Signatures

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

11/04/2014

\_\_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) Reflects the weighted average price of 4,500 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on October 31, 2014 with sale prices ranging from \$126.74 to \$126.82 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) Reflects the weighted average price of 611 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on November 3, 2014 with sale prices ranging from \$127.25 to \$127.26 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.

(3) Reflects the weighted average price of 55,085 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on November 4, 2014 with sale prices ranging from \$127.00 to \$127.80 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.

(4) 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 November 4, 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.

(5) Fully vested.

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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