

McGraw Deirdre Davey  
Form 4  
March 08, 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)

1098 AMERIPRISE FINANCIAL CENTER, GENERAL COUNSEL'S OFFICE

3. Date of Earliest Transaction (Month/Day/Year)  
03/06/2012

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

(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	03/06/2012		M			3,610	A	\$ 31.3125	11,847	D	
Common Stock	03/06/2012		S			2,600	D	\$ 54.4412 (1)	9,247	D	
Common Stock	03/07/2012		S			1,900	D	\$ 54.4267 (2)	7,347	D	
Common									2,862.91	I	By 401(k)

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Stock

Plan <sup>(3)</sup>

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 (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)	\$ 31.3125	03/06/2012		M	3,610	01/26/2008 01/25/2014	Common Stock	3,610

# Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

McGraw Deirdre Davey  
1098 AMERIPRISE FINANCIAL CENTER  
GENERAL COUNSEL'S OFFICE  
MINNEAPOLIS, MN 55474

EVP Corp  
Comm/Cmnity  
Rltns

# Signatures

/s/ Thomas R. Moore for Deirdre Davey  
McGraw

03/08/2012

          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)

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Reflects the weighted average price of 2,600 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on March 6, 2012 with sale prices ranging from \$54.441 to \$54.444 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 1,900 shares of common stock of Ameriprise Financial, Inc. sold by the reporting person in multiple transactions on March 7, 2012 with sale prices ranging from \$54.412 to \$54.434 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) 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 6, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.