

Woerner John Robert
Form 4
February 08, 2012

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 *
Woerner John Robert

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)

GENERAL COUNSEL'S
OFFICE, 1098 AMERIPRISE
FINANCIAL CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres Ins & Chief Strat Officer

(Street)

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

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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	02/06/2012		A	3,147	A \$ 0	29,557	D
Common Stock	02/07/2012		F	370	D \$ 54.92	29,187	D
Common Stock						197.76	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

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(9-02)

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 54.33	02/06/2012		A	18,930	(3) 02/07/2022	Common Stock 18,930

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Woerner John Robert GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	Pres Ins & Chief Strat Officer

Signatures

/s/ Susan M. Beltz for John Robert
Woerner 02/08/2012

__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) Restricted stock award grant, granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in three equal installments on February 6, 2013, February 6, 2014 and February 6, 2015.

Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise

- (2) 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.

- (3) 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 6, 2012.

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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