

BRENNAN SETH W
Form 4
January 31, 2006

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 *
BRENNAN SETH W

2. Issuer Name **and** Ticker or Trading
Symbol
AFFILIATED MANAGERS
GROUP INC [AMG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AFFILIATED MANAGERS
GROUP, INC., 600 HALE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

PRIDES CROSSING, MA 01965

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/30/2006		M		27,945	A	\$ 46.6867	36,985	D
Common Stock	01/30/2006		M		33,194	A	\$ 19.3333	36,985	D
Common Stock	01/30/2006		M		31,250	A	\$ 38.7333	36,985	D
Common Stock	01/30/2006		S		90,249	D	\$ 92.1542	36,985	D
Common Stock	01/30/2006		F		1,081	D	\$ 92.34	36,985	D

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Common Stock 01/30/2006 G 3,260 D \$ 0 36,985 D

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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 46.6867	01/30/2006		M		27,945		12/31/2005	12/19/2008	Common Stock	27,945
Employee Stock Option (Right to Buy)	\$ 19.3333	01/30/2006		M		33,194		12/02/2003	12/02/2009	Common Stock	33,194
Employee Stock Option (Right to Buy)	\$ 38.7333	01/30/2006		M		31,250		12/31/2004	07/24/2008	Common Stock	31,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRENNAN SETH W C/O AFFILIATED MANAGERS GROUP, INC. 600 HALE STREET PRIDES CROSSING, MA 01965	Executive Vice President

Signatures

/s/ John Kingston, III,
Attorney-in-Fact

01/31/2006

____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).

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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