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AFFILIATED MANAGERS GROUP INC

Form 4 July 25, 2013

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

2. Issuer Name and Ticker or Trading

AFFILIATED MANAGERS

GROUP INC [AMG]

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person *

Zeitlin Jide James

(Last)

(City)

(First) (Middle)

C/O AFFILIATED MANAGERS GROUP, INC., 600 HALE STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

07/23/2013

Symbol

PRIDES CROSSING, MA 01965

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(State)

1. Title of 2. Transaction Date 2A. Deemed

Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities 5. Amount of

(A)

or

Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		;)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 175.28	07/23/2013		A	1,005	12/31/2016 <u>(1)</u>	07/23/2020	Common Stock	1,005
Stock Units (2)	<u>(2)</u>	07/23/2013		A	229	01/01/2017(2)	(2)	Common Stock	229

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Zeitlin Jide James

C/O AFFILIATED MANAGERS GROUP, INC.
600 HALE STREET

PRIDES CROSSING, MA 01965

Signatures

/s/ John Kingston, III, Attorney-in-Fact 07/25/2013

**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) This option is exercisable in 25% increments on each of December 31, 2013, 2014, 2015 and 2016. The exercisability of this option would be accelerated upon a change in control of the Company.
- Represents an award granted under the Company's Deferred Compensation Plan invested in a stock unit fund, with each stock unit (2) representing a right to receive one share of the Company's common stock upon vesting. The stock units vest in 25% increments on each of January 1, 2014, 2015, 2016 and 2017. The vesting of the stock units would be accelerated upon a change in control of the Company.

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.

Reporting Owners 2