

AMERIPRISE FINANCIAL INC
 Form 4
 February 06, 2007

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 *
 TRUSCOTT WILLIAM F

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres - U.S. Asset Mgmt, CIO

GENERAL COUNSEL'S
 OFFICE, 1098 AMERIPRISE
 FINANCIAL CENTER

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/02/2007 | | M | | 48,134 A \$ 20.819 | | D |
| Common Stock | 02/02/2007 | | S | | 2,263 D \$ 59.43 | | D |
| Common Stock | 02/02/2007 | | S | | 200 D \$ 59.44 | | D |
| Common Stock | 02/02/2007 | | S | | 200 D \$ 59.45 | | D |
| | 02/02/2007 | | S | | 10,876 D \$ 59.46 | | D |

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| | | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------|--|---|-------------------------------|
| Common Stock | | | | | | | | | | |
| Common Stock | 02/02/2007 | | S | 1,270 | D | \$ 59.47 | 72,929 | | D | |
| Common Stock | 02/02/2007 | | S | 1,700 | D | \$ 59.48 | 71,229 | | D | |
| Common Stock | 02/02/2007 | | S | 201 | D | \$ 59.49 | 71,028 | | D | |
| Common Stock | 02/02/2007 | | S | 2,700 | D | \$ 59.5 | 68,328 | | D | |
| Common Stock | 02/02/2007 | | S | 9,847 | D | \$ 59.51 | 58,481 | | D | |
| Common Stock | 02/02/2007 | | S | 708 | D | \$ 59.52 | 57,773 | | D | |
| Common Stock | 02/02/2007 | | S | 600 | D | \$ 59.53 | 57,173 | | D | |
| Common Stock | 02/02/2007 | | S | 900 | D | \$ 59.55 | 56,273 | | D | |
| Common Stock | 02/02/2007 | | S | 7,100 | D | \$ 59.57 | 49,173 | | D | |
| Common Stock | 02/02/2007 | | S | 406 | D | \$ 59.58 | 48,767 | | D | |
| Common Stock | | | | | | | 57 | | I | By 401(k) Plan ⁽¹⁾ |

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |

| | | | | | | | | |
|--|-----------|------------|---|--------|-----|------------|-----------------|--------|
| Employee Stock Option (right to buy) | \$ 20.819 | 02/02/2007 | M | 48,134 | (2) | 01/26/2013 | Common Stock | 48,134 |
|--|-----------|------------|---|--------|-----|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUSCOTT WILLIAM F GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474 | | | Pres - U.S. Asset Mgmt, CIO | |

Signatures

| | |
|--|---------------------|
| /s/ David H. Weiser for William Fredrick Truscott | 02/06/2007 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
- Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise
- (1) Financial 401(k) plan as of December 31, 2006. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Ameriprise stock.
 - (2) The stock option became exercisable as to 50% of the shares on each of January 27, 2006 and January 27, 2007.

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.