

AFFILIATED MANAGERS GROUP, INC.
 Form 4
 January 03, 2017

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 *
HEALEY SEAN M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman

C/O AFFILIATED MANAGERS GROUP, INC., 777 SOUTH FLAGLER DRIVE

(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

WEST PALM BEACH, FL 33401

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/01/2017 | | M | 8,796 | A \$ 0 | 104,656 | D |
| Common Stock | 01/01/2017 | | M | 10,744 | A \$ 0 | 115,400 | D |
| Common Stock | 01/02/2017 | | M | 17,191 | A \$ 0 | 132,591 | D |
| Common Stock | 01/02/2017 | | F | 22,604 <u>(1)</u> | D \$ 145.3 | 109,987 | D |

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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) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| Stock Units | \$ 0 | 01/01/2017 | | M | 8,796 | (2) | (2) | Common Stock | 8,796 |
| Stock Units | \$ 0 | 01/01/2017 | | M | 10,744 | (3) | (3) | Common Stock | 10,744 |
| Stock Units | \$ 0 | 01/02/2017 | | M | 17,191 | (4) | (4) | Common Stock | 17,191 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEALEY SEAN M C/O AFFILIATED MANAGERS GROUP, INC. 777 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401 | X | | CEO and Chairman | |

Signatures

/s/ David M. Billings, 01/03/2017
Attorney-in-Fact

**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) Reflects the automatic surrender of shares of common stock to the Company to satisfy tax withholding obligations related to the vesting of certain previously reported awards.
- (2) Reflects the vesting of an award previously reported in January 2014. Award vests in four equal installments from 2014 to 2017.

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- (3) Reflects the vesting of an award previously reported in January 2015. Award vests in four equal installments from 2016 to 2019.
- (4) Reflects the vesting of a portion of an award previously reported in December 2013. The remaining portion is subject to vesting from 2018 to 2021.

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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