Knowlton Warren D Form 4 August 05, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Knowlton Warren D

5. Relationship of Reporting Person(s) to

Issuer

Symbol

AMERIPRISE FINANCIAL INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

[AMP]

(Last) (First) (Middle)

3. Date of Earliest Transaction

Officer (give title

10% Owner Other (specify

(Month/Day/Year) 08/03/2011

GENERAL COUNSEL'S OFFICE, 1098 AMERIPRISE

FINANCIAL CENTER

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Director

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

(Street)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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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 onDerivative Securities Acquired (A) on Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	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	
Phantom Stock (Annual)	<u>(2)</u>	08/03/2011		A	285.009	<u>(3)</u>	(3)	Common Stock	285.009	
Phantom Stock (Retainer Deferral)	<u>(2)</u>	08/03/2011		A	498.765	<u>(4)</u>	<u>(4)</u>	Common Stock	498.765	

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Knowlton Warren D GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	X					

Signatures

/s/ Susan M. Beltz for Warren D. Knowlton

08/05/2011

**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) The grant is made pursuant to a \$15,000 increase in the value of the annual equity grant approved by the Board of Directors, effective as of July 1, 2011.
- (2) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
- Upon ceasing to be a non-employee director of Ameriprise Financial, Inc., the reporting director will receive common stock of (3) Ameriprise Financial, Inc. in settlement of the reporting director's deferred share units on a one-for-one basis in a lump sum at the end of
- (3) Ameriprise Financial, Inc. in settlement of the reporting director's deferred share units on a one-for-one basis in a lump sum at the end of the quarter immediately following the quarter in which the reporting director's termination of service on the Board of Directors occurs.
- (4) Distribution of Ameriprise Financial, Inc. Deferred Stock Units are made in accordance with distribution elections made by the plan participants in the manner permitted by Ameriprise Financial Deferred Share Plan for Directors.

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.

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