AMERIPRISE FINANCIAL INC

Form 4 October 04, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Junek John Carl Issuer Symbol AMERIPRISE FINANCIAL INC (Check all applicable) [AMP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) 707 SECOND AVENUE SOUTH 09/30/2005 Exec VP and General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person (State)

| MINNEAPOLIS MN 554 | /4 | ŀ |
|--------------------|----|---|
|--------------------|----|---|

| (City) | (State) (2 | Table | I - Non-De | erivative Se | ecuritie | es Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|-------------------------|--------------------------------------|-------------------------------|------------------|-------------------------|------------------|--------|--|----------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securition(A) or Dis | • | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | • | any | Code | * * | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 | and 5) |) | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock (1) (2) | 10/03/2005 | | A | 10,704 | A | \$ 0 | 14,377 | D | |
| Common Stock | | | | | | | 1,682 | I | By ISP Trust (3) |

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

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transacti Code (Instr. 8) | Disposed of (D | Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and | | 7. Title and Underlying (Instr. 3 and | Securities |
|--|---|---|---|---------------------------------------|----------------|--|--------------------|---------------------------------------|----------------------------|
| | | | | Code V | (Α) (Γ | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) (4) | \$ 20.819 | 09/30/2005 | | A | 25,150 | <u>(5)</u> | 01/26/2013 | Common Stock | 25,150 |
| Employee Stock Option (Right to Buy) (4) | \$ 31.313 | 09/30/2005 | | A | 37,726 | <u>(6)</u> | 01/25/2014 | Common Stock | 37,726 |
| Employee Stock Option (Right to Buy) (4) | \$ 32.587 | 09/30/2005 | | A | 43,321 | <u>(7)</u> | 01/23/2015 | Common Stock | 43,321 |
| Employee Stock Option (Right to Buy) (8) | \$ 35.035 | 10/03/2005 | | A | 138,409 | (8) | 10/02/2015 | Common Stock | 138,40 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Junek John Carl 707 SECOND AVENUE SOUTH MINNEAPOLIS MN 55474 | | | Exec VP and General Counsel | | | | |

Signatures

| /s/ Julie E. Ramacher for John Junek | 10/04/2005 | | |
|---|------------|--|--|
| **Signature of Reporting Person | Date | | |

Reporting Owners 2

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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).
- Restricted stock award granted under the Ameriprise Financial 2005 Incentive Compensation Plan in substitution of the restricted stock (1) award originally granted to the reporting person under the American Express Company 1998 Incentive Compensation Plan, adjusted to reflect the distribution of Ameriprise Financial, Inc. on September 30, 2005.
- (2) Restricted stock award, granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in four equal installments on October 3, 2006, 2007, 2008 and 2009.
- Estimate of the number of shares held in reporting person's account in the Ameriprise Financial Stock Fund under the American Express Company Incentive Savings Plan as a result of the distribution with respect to such reporting person's holdings in the American Express Company pooled stock fund as of September 19, 2005. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the unit price of the Ameriprise Financial Stock Fund.
- Employee stock option granted under Ameriprise Financial 2005 Incentive Compensation Plan in substitution of employee stock option originally granted to the reporting person under the American Express Company 1998 Incentive Compensation Plan, adjusted to reflect the distribution of Ameriprise Financial, Inc. on September 30, 2005.
- (5) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in two equal installments on January 27, 2006 and 2007.
- (6) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in three equal installments January 26, 2006, 2007 and 2008.
- (7) The reported employee stock option will become exercisable on the same schedule as the American Express Company stock option it replaced; in four equal installments on January 24, 2006, 2007, 2008 and 2009.
- (8) The reported options, granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in four equal installments on October 3, 2006, 2007, 2008 and 2009.

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.