

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 *
DALTON NATHANIEL

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)
President and COO

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/01/2017		M	5,571 A \$ 0	150,278	D	
Common Stock	01/01/2017		M	6,446 A \$ 0	156,724	D	
Common Stock	01/02/2017		M	10,075 A \$ 0	166,799	D	
Common Stock	01/02/2017		F	13,214 (1) D \$ 145.3	153,585	D	
	12/09/2016		G	V 12,954 D \$ 0	20,212	I	By Spouse

Common
Stock

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	\$ 0	01/01/2017		M	5,571	(2)	(2)	Common Stock	5,571
Stock Units	\$ 0	01/01/2017		M	6,446	(3)	(3)	Common Stock	6,446
Stock Units	\$ 0	01/02/2017		M	10,075	(4)	(4)	Common Stock	10,075

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALTON NATHANIEL C/O AFFILIATED MANAGERS GROUP, INC. 777 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401			President and COO	

Signatures

/s/ David M. Billings,
Attorney-in-Fact

01/03/2017

**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.
- (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. 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.