

ZIEGLER ANDREW A
Form 4
March 12, 2013

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 *
ZIEGLER ANDREW A

2. Issuer Name and Ticker or Trading Symbol
Artisan Partners Asset Management Inc. [APAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

EXECUTIVE CHAIRMAN

C/O ARTISAN PARTNERS ASSET MANAGEMENT, INC. 875 E. WISCONSIN AVE, SUITE 800

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

MILWAUKEE, WI 53202

(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)
			Code	V	Amount	(A) or (D)	Price
Class C Common Stock, par value \$0.01 per share ⁽¹⁾	03/12/2013		A		9,627,644	A	\$ 0
					9,627,644	I	

By Artisan Investment Corporation ⁽²⁾

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class D Common Units of Artisan Partners Holdings LP	(3)	03/12/2013		A(3)	9,627,644	(3)	(3)	Class A Common Stock	9,627,644

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIEGLER ANDREW A C/O ARTISAN PARTNERS ASSET MANAGEMENT INC. 875 E. WISCONSIN AVE, SUITE 800 MILWAUKEE, WI 53202	X	X	EXECUTIVE CHAIRMAN	
ARTISAN INVESTMENT CORP 875 E WISCONSIN AVE SUITE 800 MILWAUKEE, WI 53202	X	X		
ZFIC, Inc. 875 E WISCONSIN AVE SUITE 800 MILWAUKEE, WI 53202	X	X		
ZIEGLER CARLENE M 875 E WISCONSIN AVE SUITE 800 MILWAUKEE, WI 53202	X	X		

Signatures

/s/ Lisa A. Moran, attorney-in-fact for Andrew A. Ziegler 03/12/2013

**Signature of Reporting Person Date

/s/ Lisa A. Moran, attorney-in-fact for Artisan Investment Corporation 03/12/2013

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__Signature of Reporting Person

Date

/s/ Lisa A. Moran, attorney-in-fact for ZFIC, Inc.

03/12/2013

__Signature of Reporting Person

Date

/s/ Lisa A. Moran, attorney-in-fact for Carlene Ziegler

03/12/2013

__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).

On March 12, 2013, Artisan Investment Corporation ("AIC") received a number of shares of Class C Common Stock of Artisan Partners

(1) Asset Management Inc. (the "Company") equal to the number of Class D Common Units held by AIC. Shares of Class C Common Stock do not have economic rights.

These shares and units, as applicable, are owned directly by AIC. All of the outstanding capital stock of AIC is owned directly by ZFIC,

(2) Inc. The reporting person and his spouse own all of the voting shares of ZFIC, Inc. The nonvoting shares of ZFIC, Inc. are owned by trusts, the sole beneficiaries of which are immediate family members of the reporting person.

Each Class D Common Unit of Artisan Partners Holdings LP ("Holdings") became exchangeable for one share of Class A Common Stock of the Company upon effectiveness of the Fourth Amended and Restated Limited Partnership Agreement of Holdings and an Exchange Agreement among the Company and each holder of limited partnership units of Holdings (the "Exchange Agreement"), each of which became effective on the closing of the Company's IPO. Pursuant to the Exchange Agreement, following the first anniversary of the closing date of the IPO, each holder of Class D Common Units will have the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange his, her or its Class D Common Units for an equal number of shares of Class A Common Stock of the Company. Upon any exchange for Class A Common Stock, the corresponding shares of Class C Common Stock then owned by such holder will be cancelled. The Class D Common Units have no expiration date.

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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