

Artisan Partners Asset Management Inc.
 Form 4
 March 12, 2014

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)
03/12/2014

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

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

(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

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⁾ | 03/12/2014 | | D ⁽²⁾ | | 1,444,146 ⁽²⁾ ⁽³⁾ | D | \$ 0 |
| | | | | | 8,183,498 | I | |

By Artisan Investment Corporation ⁽⁴⁾

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

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SEC 1474 (9-02)

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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 | (2) | 03/12/2014 | | D(2) | 1,444,146 (2) (3) | (3) (3) | Class A Common Stock, par value \$0.01 per share 1,444,14 |

Reporting Owners

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

Signatures

Lisa A. Moran, attorney-in-fact for Andrew A. Ziegler
 **Signature of Reporting Person 03/12/2014
 Date

Lisa A. Moran, attorney-in-fact for Artisan Investment Corporation
 **Signature of Reporting Person 03/12/2014
 Date

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

03/12/2014

__Signature of Reporting Person

Date

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

03/12/2014

__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) In connection with the initial public offering of Artisan Partners Asset Management Inc. (the "Company") and the related reorganization transactions, on March 12, 2013, Artisan Investment Corporation ("AIC") received a number of shares of Class C common stock, par value \$0.01 per share ("Class C Common Stock"), of the Company equal to the number of Class D common units ("Class D Common Units") then held by AIC. Shares of Class C Common Stock have no economic rights.

(2) On March 12, 2014, pursuant to the Partnership Unit Purchase Agreement by and between the Company and AIC, the Company purchased 1,444,146 Class D Common Units from AIC for \$59.675 per unit and AIC delivered to the Company an equal number of shares of Class C Common Stock for cancellation.

(3) Pursuant to the Exchange Agreement among the Company and each holder of limited partnership units of Artisan Partners Holdings LP (the "Exchange Agreement"), which became effective on March 12, 2013, following March 12, 2014, AIC will have the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange its Class D Common Units for an equal number of shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Company. Upon any such exchange for Class A Common Stock, the corresponding shares of Class C Common Stock then owned by AIC will be cancelled. The Class D Common Units have no expiration date.

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

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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