

AFFILIATED MANAGERS GROUP, INC.

Form 4

January 06, 2014

FORM 4UNITED 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 SECURITIESFiled 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

(Last) (First) (Middle)

C/O AFFILIATED MANAGERS
GROUP, INC., 600 HALE STREET

(Street)

PRIDES CROSSING, MA 01965

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED MANAGERS
GROUP, INC. [AMG]3. Date of Earliest Transaction
(Month/Day/Year)
01/02/20144. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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)
Common Stock	01/02/2014		A	(A) or (D) Amount (1) 73,917 Price \$ 0	106,425	D	
Common Stock	01/02/2014		M	(A) or (D) Amount (2) 5,570 Price \$ 0	106,425	D	
Common Stock	01/02/2014		F	(A) or (D) Amount (3) 36,115 Price \$ 216.88	106,425	D	

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

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(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
Stock Units	\$ 0	01/02/2014		A		22,282		(2)	(2)	Common Stock	22,282
Stock Units	\$ 0	01/02/2014		M		5,570		(2)	(2)	Common Stock	5,570

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DALTON NATHANIEL C/O AFFILIATED MANAGERS GROUP, INC. 600 HALE STREET PRIDES CROSSING, MA 01965	President and COO

Signatures

/s/ John Kingston, III,
Attorney-in-Fact 01/06/2014

**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) Following the satisfaction of certain performance criteria, the award was settled on January 2, 2014 in shares of common stock.

(2) Following the satisfaction of certain performance criteria, the award vests from 2014 to 2017.

(3) Reflects the surrender of 36,115 shares of common stock to the Company to satisfy tax withholding obligations related to footnotes 1 and 2.

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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