

Woerner John Robert
 Form 4
 February 09, 2011

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 *
 Woerner John Robert

2. Issuer Name and Ticker or Trading Symbol
 AMERIPRISE FINANCIAL INC
 [AMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

GENERAL COUNSEL'S
 OFFICE, 1098 AMERIPRISE
 FINANCIAL CENTER

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres Ins & Chief Strat Officer

(Street)

MINNEAPOLIS, MN 55474

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 02/07/2011 | | A | 3,390 | A \$ 0 | 22,987 | D |
| Common Stock | 02/08/2011 | | F | 1,205 | D \$ 60.14 | 21,782 | D |
| Common Stock | | | | | | 195.53 | I By 401(k) Plan ⁽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)

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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 |
| Employee Stock Option (right to buy) | \$ 58.7 | 02/07/2011 | | A | 18,611 | (3) 02/07/2021 | Common Stock 18,611 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woerner John Robert GENERAL COUNSEL'S OFFICE 1098 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474 | | | Pres Ins & Chief Strat Officer | |

Signatures

/s/ Thomas R. Moore for John Robert
Woerner
Date 02/09/2011

**Signature of Reporting Person

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) Restricted stock award grant, granted under the Ameriprise Financial 2005 Incentive Compensation Plan, will vest in three equal installments on February 7, 2012, February 7, 2013 and February 7, 2014.
- (2) Estimate of the number of shares held in the reporting person's account in the Ameriprise Financial Stock Fund under the Ameriprise Financial 401(k) plan as of January 28, 2011. This plan uses unit accounting and the number of shares that a participant is deemed to hold varies with the price of Ameriprise stock.
- (3) One-third of the options vest after one year; one-third of the options vest after two years and the final options vest three years from February 7, 2011.

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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