

AFFILIATED MANAGERS GROUP, INC.

Form 4

January 03, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DALTON NATHANIEL

(Last) (First) (Middle)

C/O AFFILIATED MANAGERS  
GROUP, INC., 777 SOUTH  
FLAGLER DRIVE

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
AFFILIATED MANAGERS  
GROUP, INC. [AMG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President and COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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. 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 <u>(1)</u>	D	\$ 145.3	153,585	D	
	12/09/2016		G	V	12,954	D	\$ 0	20,212	I	By Spouse

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Common  
Stock

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

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SEC 1474  
(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. Pr Deriv Secu (Instr
				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.