

HEALEY SEAN M
Form 4
February 09, 2007

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 *
HEALEY SEAN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2007

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

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

(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

PRIDES CROSSING, MA 01965

(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)
			Code	V	Amount or Price		
Common Stock	02/07/2007		M		78,750 A \$ 33.97	59,850	D
Common Stock	02/07/2007		S		78,750 D \$ 114.53	59,850	D
Common Stock	02/08/2007		M		2,298 A \$ 43.5	59,850	D
Common Stock	02/08/2007		M		1 A \$ 27.01	59,850	D
Common Stock	02/08/2007		M		2,140 A \$ 46.69	59,850	D

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Common Stock 02/08/2007 F 4,353⁽¹⁾ D \$ 110.08 59,850 D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.97	02/07/2007		M	78,750	12/31/2006 12/10/2009	Common Stock 78,750
Employee Stock Option (Right to Buy)	\$ 46.69	02/08/2007		M	2,140	12/31/2005 12/19/2008	Common Stock 2,140
Employee Stock Option (Right to Buy)	\$ 43.5	02/08/2007		M	2,298	12/31/2006 07/24/2010	Common Stock 2,298
Employee Stock Option (Right to Buy)	\$ 27.01	02/08/2007		M	1	12/31/2005 07/23/2009	Common Stock 1

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HEALEY SEAN M
C/O AFFILIATED MANAGERS GROUP, INC. X President and CEO
600 HALE STREET
PRIDES CROSSING, MA 01965

Signatures

/s/ John Kingston, III, 02/09/2007
Attorney-in-Fact

__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 surrender of 4,353 shares of common stock to the Company, formerly held in trust pursuant to a non-qualified defined contribution plan, to satisfy a tax withholding obligation related to the trust's distribution of common stock to Mr. Healey.

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.