AFFILIATED MANAGERS GROUP, INC.

Form 4

January 22, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AFFILIATED MANAGERS GROUP, INC. [AMG]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year) 01/20/2015

below)

President and COO

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PRIDES CROSSING, MA 01965

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Security

(Instr. 3)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I)

(Instr. 4)

(Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4)

Following

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 1. Title of 5. Number of 7. Title and Amount of 8. Pr (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securities Derivative Conversion

Edgar Filing: AFFILIATED MANAGERS GROUP, INC. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	Year)	(Instr. 3 and 4	4)	Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	(1)	01/20/2015		A	25,785	<u>(1)</u>	<u>(1)</u>	Common Stock	25,785	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DALTON NATHANIEL

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

President and COO

PRIDES CROSSING, MA 01965

Signatures

/s/ David M. Billings, Attorney-in-Fact

01/22/2015

Date

**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) The award, issued under the Company's 2013 Incentive Stock Award Plan, vests in four equal installments on each of January 1, 2016, 2017, 2018, and 2019.

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.

Reporting Owners 2