

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Dyson Andrew</u> <hr/> (Last) (First) (Middle) <u>C/O AFFILIATED MANAGERS GROUP, INC.</u> <u>600 HALE STREET</u> <hr/> (Street) <u>PRIDES CROSSING</u> <u>MA</u> <u>01965</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AFFILIATED MANAGERS GROUP, INC.</u> [ <u>AMG</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP(AMG Ltd.), Global Distrib.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2014		M		1,270 <sup>(1)</sup>	A	\$0	673	D	
Common Stock	01/02/2014		F		597 <sup>(2)</sup>	D	\$216.88	673	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Units	\$0	01/02/2014		A		5,082		(1)	(1)	Common Stock	5,082	\$0	5,082	D	
Stock Units	\$0	01/02/2014		M			1,270	(1)	(1)	Common Stock	1,270	\$0	3,812	D	

**Explanation of Responses:**

- Following the satisfaction of certain performance criteria, the award vests from 2014 to 2017.
- Reflects the surrender of 597 shares of common stock to the Company to satisfy tax withholding obligations related to footnote 1.

/s/ John Kingston, III,  
Attorney-in-Fact

01/06/2014

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.