

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>BRENNAN SETH W</u>  (Last) (First) (Middle) <u>C/O AFFILIATED MANAGERS GROUP, INC.</u> <u>600 HALE STREET</u>  (Street) <u>PRIDES CROSSING MA 01965</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AFFILIATED MANAGERS GROUP INC [AMG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2003</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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$65.25	07/24/2003		A	60,000		12/31/2006 <sup>(1)</sup>	07/24/2010	Common Stock 60,000	\$65.25	168,750	D	

**Explanation of Responses:**

1. The option is exercisable in 25% increments on each of December 31, 2003, December 31, 2004, December 31, 2005 and December 31, 2006. The exercisability of this option would be accelerated upon change of control of the Company.

/s/ John Kingston, III, as Attorney-in-Fact 07/28/2003

\*\* 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby severally constitutes and appoints John Kingston, III, Darrell W. Crate and Nathaniel Dalton, and each of them singly, with full power of substitution and resubstitution, as the undersigned's true and lawful attorney-in-fact with full power and authority to them, and each of them singly, to prepare, sign and file for the undersigned, in the undersigned's name and capacity indicated below, any and all filings and documents (including without limitation any exhibits and amendments thereto) of the undersigned or Affiliated Managers Group, Inc. pursuant to the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation filings pursuant to Section 16 of the Act and the rules and regulations promulgated thereunder, and generally to do all such things in the undersigned's name and capacity indicated below to enable the undersigned and Affiliated Managers Group, Inc. to comply with the provisions of the Act and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming the undersigned's signatures as they may be signed by said attorneys, or any of them, or any substitute or substitutes of any of them, on said filings, documents, exhibits and any and all amendments thereto, and hereby ratifying and confirming all that said attorneys, or any of them, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Witness my hand, this 29th day of August, 2002.

By: /s/Seth W. Brennan  
Name: Seth W. Brennan  
Title: Executive Vice President