SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
HEALEY SEAN M	**AFFILIATED MANAGERS GROUP INC** [**AMG**]	X Director 10% Owner X Officer (give title below) Other (specify below)

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	CEO and Chairman
C/O AFFILIATED MANAGERS GROUP, INC. 600 HALE STREET	02/11/2013	

(Street) PRIDES CROSSING MA 01965	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2012		G	V	4,100	D	$0	44,346	D	
Common Stock	02/11/2013		M		37,522	A	$63.38	44,346	D	
Common Stock	02/11/2013		S		37,522	D	$145.59[(1)]	44,346	D	
Common Stock	02/12/2013		M		57,478	A	$63.38	44,346	D	
Common Stock	02/12/2013		S		57,478	D	$146.15[(2)]	44,346	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$63.38	02/11/2013		M			37,522	12/31/2009	11/30/2014	Common Stock	37,522	$63.38	37,500	D	
Employee Stock Option (Right to Buy)	$63.38	02/12/2013		M			57,478	12/31/2009	11/30/2014	Common Stock	57,478	$63.38	37,500	D	

Explanation of Responses:

1. The sale reflects the weighted average sales price of the shares sold; the individual transaction prices ranged from $145.34 to $145.93. Specific transaction details will be provided to the SEC upon request.

2. The sale reflects the weighted average sales price of the shares sold; the individual transaction prices ranged from $145.72 to $146.36. Specific transaction details will be provided to the SEC upon request.

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

02/12/2013

** 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.