| SEC | Form | 4 |
|-----|------|---|
|-----|------|---|

 \square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

| 1. Name and Add NUTT WII | dress of Reporting LLIAM J | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>AFFILIATED MANAGERS GROUP INC</u> [AMG] | | ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner | | |
|--|-------------------------------|-----------------------------|--|------------------------|---|--------------------------|--|
| (Last) C/O AFFILIA 600 HALE ST | | (Middle) ERS GROUP, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2012 | | Officer (give title below) | Other (specify below) | |
| (Street) PRIDES CROSSING (City) | MA (State) | 01965 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | eporting Person | |

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) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially | Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|-----------------------------|---|--|---------------|-------------|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 02/07/2012 | | S | | 44,482 | D | \$106.28(1) | 344,658 | D | |

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

| | | | (0) 1 | | | | | • • | | | , | | | | |
|---|---|--|---|------------------------------|---|-----|-----|--|--------------------|---|--|---|--|--|--|
| 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. Transa Code (8) | | | | 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 | | | | |

Explanation of Responses:

1. The sale price reflects the weighted average price of the shares sold; the individual transaction prices ranged from \$106.25 to \$106.52. Specific details will be provided to the SEC upon request.

| /s/ John Kingston, III, | 02/09/2012 |
|----------------------------------|------------|
| Attorney-in-Fact | 02/09/2012 |
| ** 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.