

Horgen Jay C.
Form 4
August 30, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Horgen Jay C.

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED MANAGERS GROUP INC [AMG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Treasurer

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PRIDES CROSSING, MA 01965

(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 | 08/28/2012 | | M | | 13,675 A \$ 62.91 | 11,359 | D |
| Common Stock | 08/28/2012 | | S | | 8,675 D \$ 118.86 | 11,359 | D |
| Common Stock | 08/29/2012 | | M | | 1,325 A \$ 62.91 | 11,359 | D |
| Common Stock | 08/29/2012 | | M | | 30,000 A \$ 65.51 | 11,359 | D |
| | 08/29/2012 | | S | | 31,325 D | 11,359 | D |

Edgar Filing: Horgen Jay C. - Form 4

Common Stock \$ 118.81
(2)

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

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 control number. SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 62.91 | 08/28/2012 | | M | 13,675 | 12/31/2011 07/20/2017 | Common Stock 13,675 |
| Employee Stock Option (Right to Buy) | \$ 62.91 | 08/29/2012 | | M | 1,325 | 12/31/2011 07/20/2017 | Common Stock 1,325 |
| Employee Stock Option (Right to Buy) | \$ 65.51 | 08/29/2012 | | M | 30,000 | 12/31/2011 12/02/2016 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Horgen Jay C. C/O AFFILIATED MANAGERS GROUP, INC. 600 HALE STREET | CFO and Treasurer |

PRIDES CROSSING, MA 01965

Signatures

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

08/30/2012

__Signature of Reporting Person

Date

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 sale reflects the weighted average sales price of the shares sold; the individual transaction prices ranged from \$118.75 to \$119.02. 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 \$118.60 to \$119.00. Specific transaction details will be provided to the SEC upon request.

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.