

KINGSTON JOHN III
Form 4
May 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
KINGSTON JOHN III

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)
05/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman & Gen. Counsel

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/13/2012		G			378	D	\$ 0	24,000	D	
Common Stock	05/11/2012		M			3,222	A	\$ 62.04	24,000	D	
Common Stock	05/11/2012		M			45,000	A	\$ 45.27	24,000	D	
Common Stock	05/11/2012		S			45,000	D	\$ 106.91	24,000	D	
						(1)					
	05/14/2012		M			1,278	A	\$ 45.27	24,000	D	

Common
Stock

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

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(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)	\$ 62.04	05/11/2012		M	3,222	12/31/2010	07/21/2016	Common Stock	3,222
Employee Stock Option (Right to Buy)	\$ 45.27	05/11/2012		M	45,000	12/31/2008	07/27/2014	Common Stock	45,000
Employee Stock Option (Right to Buy)	\$ 45.27	05/14/2012		M	1,278	12/31/2008	07/27/2014	Common Stock	1,278

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KINGSTON JOHN III
C/O AFFILIATED MANAGERS GROUP, INC.
600 HALE STREET
PRIDES CROSSING, MA 01965

Vice Chairman & Gen. Counsel

Signatures

/s/ John
Kingston, III

05/15/2012

__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 \$106.70 to \$107.15. 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.