

Sharpe Robert Francis JR  
 Form 4  
 May 23, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Sharpe Robert Francis JR

2. Issuer Name and Ticker or Trading Symbol  
 AMERIPRISE FINANCIAL INC  
 [AMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/19/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

GENERAL COUNSEL'S  
 OFFICE, 50591 AMERIPRISE  
 FINANCIAL CENTER

(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

MINNEAPOLIS, MN 55474

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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)**

Edgar Filing: Sharpe Robert Francis JR - Form 4

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)	8. Pr...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Quarterly Dividend on Annual Grant)	<u>(1)</u>	05/19/2006		A	9.358	<u>(2)</u>	<u>(2)</u>	Common Stock	9.358
Phantom Stock (Quarterly Dividend on Retainer Deferral)	<u>(1)</u>	05/19/2006		A	2.045	<u>(3)</u>	<u>(3)</u>	Common Stock	2.045

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sharpe Robert Francis JR GENERAL COUNSEL'S OFFICE 50591 AMERIPRISE FINANCIAL CENTER MINNEAPOLIS, MN 55474	X			

## Signatures

/s/ Julie E. Ramacher for Robert F Sharpe, Jr. 05/23/2006

\*\*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) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. Common Stock. Deemed quarterly dividends were awarded for the reported deferred share unit award granted to the reporting director under the Ameriprise Financial Deferred Share Plan. The record date for the deemed dividends was May 10, 2006 and the deemed quarterly dividends were credited on May 19, 2006.

## Edgar Filing: Sharpe Robert Francis JR - Form 4

- Upon ceasing to be a non-employee director of Ameriprise Financial, Inc., the reporting director will receive Common Stock of
- (2) Ameriprise Financial, Inc. in settlement of the reporting director's deferred share units on a one-for-one basis in a lump sum at the end of the quarter immediately following the quarter in which the reporting director's termination of service on the Board of Directors occurs.
  - (3) Distributions of Ameriprise Financial, Inc. deferred share units are made in accordance with the distribution elections made by the plan participants in the manner permitted by the Ameriprise Financial Deferred Share Plan for Outside Directors.

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.