# 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) |
|---|---|---|
| DALTON NATHANIEL | AFFILIATED MANAGERS GROUP, INC. [ AMG ] | Director / 10% Owner / X Officer (give title below) / Other (specify below) |
| (Last) (First) (Middle) C/O AFFILIATED MANAGERS GROUP, INC. 777 SOUTH FLAGLER DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2015 | President and COO |
| (Street) WEST PALM BEACH FL 33401 | 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 | 02/23/2015 | | M | | 45,875 | A | $62.04 | 67,768 | D | |
| Common Stock | 02/23/2015 | | S | | 45,875 | D | $215.72[1] | 67,768 | D | |
| Common Stock | 02/24/2015 | | M | | 24,292 | A | $62.04 | 67,768 | D | |
| Common Stock | 02/24/2015 | | S | | 24,292 | D | $218.66[2] | 67,768 | D | |
| Common Stock | | | | | | | | 41,516 | I | By spouse |

## 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) | $62.04 | 02/23/2015 | | M | | | 45,875 | 12/31/2013 | 07/21/2016 | Common Stock | 45,875 | $62.04 | 25,903 | D | |
| Employee Stock Option (Right to Buy) | $62.04 | 02/24/2015 | | M | | | 24,292 | 12/31/2013 | 07/21/2016 | Common Stock | 24,292 | $62.04 | 1,611 | D | |

**Explanation of Responses:**

1. The sale reflects the weighted average sales price of the shares sold; the individual transaction prices ranged from $215.00 to $216.95. 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 $217.46 to $219.80. Specific transaction details will be provided to the SEC upon request.

/s/ David M. Billings, Attorney-in-Fact    02/25/2015

** 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.**