

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>FLOOR RICHARD E</u>  (Last) (First) (Middle) <u>C/O GOODWIN PROCTER LLP</u> <u>EXCHANGE PLACE</u>  (Street) <u>BOSTON MA 02109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AFFILIATED MANAGERS GROUP INC [</u> <u>AMG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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)	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			

**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
Director Stock Option (Right to Buy)	\$65.25	07/24/2003		A		3,750		12/31/2006 <sup>(1)</sup>	07/24/2010	Common Stock	3,750	\$65.25	21,249	D	

**Explanation of Responses:**

1. The option is exercisable in 25% increments on each of December 31, 2003, December 31, 2004, December 31, 2005 and December 31, 2006. The exercisability of this option would be accelerated upon change of control of the Company.

/s/ John Kingston, III, as 07/28/2003  
Attorney-in-Fact

\*\* 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.

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE

PRESENTS, that the

undersigned hereby severally

constitutes and appoints John

Kingston, III, Darrell W.

Crate and Nathaniel Dalton,

and each of them singly, with

full power of substitution

and resubstitution, as the

undersigned's true and lawful

attorney-in-fact with full

power and authority to them,

and each of them singly, to

prepare, sign and file for

the undersigned, in the

undersigned's name and

capacity indicated below, any

and all filings and documents

(including without limitation

any exhibits and amendments

thereto) of the undersigned

or Affiliated Managers Group,

Inc. pursuant to the

Securities Exchange Act of

1934, as amended (the "Act"),

including without limitation

filings pursuant to

Section 16 of the Act and the

rules and regulations

promulgated thereunder, and

generally to do all such

things in the undersigned's

name and capacity indicated

below to enable the

undersigned and Affiliated

Managers Group, Inc. to

comply with the provisions of

the Act and all requirements

of the Securities and

Exchange Commission, hereby

ratifying and confirming the

undersigned's signatures as

they may be signed by said

attorneys, or any of them, or

any substitute or substitutes

of any of them, on said

filings, documents, exhibits

and any and all amendments

thereto, and hereby ratifying

and confirming all that said

attorneys, or any of them, or

any substitute or substitutes

of any of them, may lawfully

do or cause to be done by

virtue hereof.

Witness my hand, this

29th day of August, 2002.

By: /s/Richard E. Floor

Name: Richard E. Floor

Title: Director