

CRATE DARRELL W
Form 4
February 09, 2007

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 *
CRATE DARRELL W

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)
02/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P. and CFO

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 | 02/07/2007 | | M | | 2,298 | A | \$ 43.5 |
| Common Stock | 02/07/2007 | | F | | 874 | D | \$ 114.33 |
| Common Stock | 02/07/2007 | | M | | 52,813 | A | \$ 33.97 |
| Common Stock | 02/07/2007 | | M | | 12,187 | A | \$ 35.42 |
| Common Stock | 02/07/2007 | | S | | 65,000 | D | \$ 114.57 |

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Common Stock 02/08/2007 F 2,902⁽¹⁾ D \$ 110.08 54,534 D

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) | \$ 43.5 | 02/07/2007 | | M | 2,298 | 12/31/2006 07/24/2010 | Common Stock 2,298 |
| Employee Stock Option (Right to Buy) | \$ 33.97 | 02/07/2007 | | M | 52,813 | 12/31/2006 12/10/2009 | Common Stock 52,813 |
| Employee Stock Option (Right to Buy) | \$ 35.42 | 02/07/2007 | | M | 12,187 | 12/31/2003 08/14/2010 | Common Stock 12,187 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRATE DARRELL W
C/O AFFILIATED MANAGERS GROUP, INC.
600 HALE STREET
PRIDES CROSSING, MA 01965

Executive V.P. and CFO

Signatures

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

02/09/2007

__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) Reflects the surrender of 2,902 shares of common stock to the Company, formerly held in trust pursuant to a non-qualified defined contribution plan, to satisfy a tax withholding obligation related to the trust's distribution of common stock to Mr. Crate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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