

KINGSTON JOHN III
Form 4
January 31, 2006

FORM 4

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

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

OMB APPROVAL

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(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)
**C/O AFFILIATED MANAGERS
GROUP, INC., 600 HALE STREET**
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr. V.P., Gen. Counsel & Sec.

PRIDES CROSSING, MA 01965

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

(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	01/27/2006		M		2,140	A	\$ 46.6867	19,601	D
Common Stock	01/27/2006		M		11,250	A	\$ 27.0067	19,601	D
Common Stock	01/27/2006		M		11,250	A	\$ 33.9667	19,601	D
Common Stock	01/27/2006		M		11,250	A	\$ 38.7333	19,601	D
Common Stock	01/27/2006		S		33,750	D	\$ 92.0504	19,601	D

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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)	\$ 46.6867	01/27/2006		M		2,140		12/31/2005	12/19/2008	Common Stock	2,140
Employee Stock Option (Right to Buy)	\$ 38.7333	01/27/2006		M		11,250		12/31/2004	07/24/2008	Common Stock	11,250
Employee Stock Option (Right to Buy)	\$ 27.0067	01/27/2006		M		11,250		12/31/2005	07/23/2012	Common Stock	11,250
Employee Stock Option (Right to Buy)	\$ 33.9667	01/27/2006		M		11,250		12/31/2005	12/10/2012	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KINGSTON JOHN III C/O AFFILIATED MANAGERS GROUP, INC.	Sr. V.P., Gen. Counsel

600 HALE STREET
PRIDES CROSSING, MA 01965

& Sec.

Signatures

/s/ John
Kingston, III

01/31/2006

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).

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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