

CRATE DARRELL W

Form 4

February 09, 2007

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

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

PRIDES CROSSING, MA 01965

4. If Amendment, Date 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	02/07/2007		M		2,298	A	\$ 43.5	54,534	D
Common Stock	02/07/2007		F		874	D	\$ 114.33	54,534	D
Common Stock	02/07/2007		M		52,813	A	\$ 33.97	54,534	D
Common Stock	02/07/2007		M		12,187	A	\$ 35.42	54,534	D
Common Stock	02/07/2007		S		65,000	D	\$ 114.57	54,534	D

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