

AMERIPRISE FINANCIAL INC
 Form 4/A
 February 24, 2006

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 *
LEWIS W WALKER

(Last) (First) (Middle)

GENERAL COUNSEL'S
 OFFICE, 50591 AMERIPRISE
 FINANCIAL CENTER

(Street)

MINNEAPOLIS, MN 55474

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**AMERIPRISE FINANCIAL INC
 [AMP]**

3. Date of Earliest Transaction
 (Month/Day/Year)
10/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
10/11/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Phantom Stock ⁽¹⁾	<u>(2)</u>	10/07/2005		A		<u>(3)</u>	<u>(3)</u>	Common Stock	2,216.05

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEWIS W WALKER
 GENERAL COUNSEL'S OFFICE
 50591 AMERIPRISE FINANCIAL CENTER
 MINNEAPOLIS, MN 55474

X

Signatures

/s/ Laura M. Imholte for W. Walker
 Lewis

02/24/2006

__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).
- (1) The phantom stock award was incorrectly reported on Table I in the original Form 4 filing. This amended Form 4 is filed for the purpose of properly reporting the grant of the phantom stock on Table II.
- (2) Each share of phantom stock represents the right to receive one share of Ameriprise Financial, Inc. common stock.
- (3) Distributions of Ameriprise Financial, Inc. Deferred Stock Units are made in accordance with distribution elections made by plan participants in the manner permitted by the Ameriprise Financial Deferred Share Plan for Outside Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.