

KINGSTON JOHN III  
 Form 4  
 January 31, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**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)

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.**

**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 or 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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