

Artisan Partners Asset Management Inc.
 Form 4
 March 12, 2014

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 *
 Ramirez Gregory K

2. Issuer Name and Ticker or Trading Symbol
 Artisan Partners Asset Management Inc. [APAM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2014

___ Director ___X___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Senior Vice President

C/O ARTISAN PARTNERS ASSET MANAGEMENT, 875 EAST WISCONSIN AVENUE, SUITE 800

(Street)

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

MILWAUKEE, WI 53202

(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)
Class B Common Stock, par value \$0.01 per share ⁽¹⁾	03/12/2014		D ⁽²⁾	(A) or (D) Price	14,093 ⁽²⁾ ⁽³⁾ D \$ 0 79,864	D	

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

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number.

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)	8. P
Class B Common Units of Artisan Partners Holdings LP	(2)	03/12/2014		D(2)	14,093 (2) (3)	(3) (3)	Class A Common Stock, par value \$0.01 per share	14,093 \$ 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramirez Gregory K C/O ARTISAN PARTNERS ASSET MANAGEMENT 875 EAST WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202		X	Senior Vice President	

Signatures

/s/ Lisa A. Moran, attorney-in-fact for Mr. Ramirez 03/12/2014

__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) In connection with the Company's initial public offering and related reorganization transactions, on March 12, 2013, each holder of a Class B common unit ("Class B Common Unit") of Artisan Partners Holdings LP received a number of shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), of the Company equal to the number of Class B Common Units then held by such person. Shares of Class B Common Stock do not have economic rights.
- (2) On March 12, 2014, pursuant to the Partnership Unit Purchase Agreement by and between the Company and Mr. Ramirez, the Company purchased 14,093 Class B Common Units from Mr. Ramirez for \$59.675 per unit and Mr. Ramirez delivered to the Company an equal number of shares of Class B Common Stock for cancellation.
- (3)

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Pursuant to an Exchange Agreement among the Company and each holder of limited partnership units of Artisan Partners Holdings LP ("Exchange Agreement"), which became effective on March 12, 2013, following March 12, 2014, each holder of Class B Common Units has the right, pursuant to and subject to the limitations and restrictions set forth in the Exchange Agreement, to exchange his, her or its Class B Common Units for an equal number of shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Company. Upon any such exchange for Class A Common Stock, the corresponding shares of Class B Common Stock then held by such holder will be cancelled. The Class B Common Units have no expiration date.

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.