

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

April 30, 2013

Via E-mail
Philip B. Flynn
President and Chief Executive Officer
Associated Banc-Corp
1200 Hanson Road
Green Bay, WI 54304

Re: Associated Banc-Corp

Form 10-K for Fiscal Year Ended December 31, 2012 Filed February 15, 2013 File No. 001-31343

Dear Mr. Flynn:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ John P. Nolan

John P. Nolan Senior Assistant Chief Accountant