

Stromberg William J  
Form 3  
February 13, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Stromberg William J                     |         | (Month/Day/Year)                     | PRICE T ROWE GROUP INC [TROW]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 02/08/2006                           |  |  |
| 100 E. PRATT STREET                       |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | Vice President   |  |
| BALTIMORE,Â MDÂ 21202                     |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 341,915.597   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                              |               |            |              | Shares |            | (I)<br>(Instr. 5) |   |
|------------------------------|---------------|------------|--------------|--------|------------|-------------------|---|
| Stock Options (Right to buy) | Â <u>(1)</u>  | 09/21/2011 | Common Stock | 15,000 | \$ 25.7    | D                 | Â |
| Stock Options (Right to buy) | Â <u>(2)</u>  | 07/30/2012 | Common Stock | 30,000 | \$ 27.34   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(3)</u>  | 11/18/2006 | Common Stock | 6,374  | \$ 36.71   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(4)</u>  | 11/18/2006 | Common Stock | 9,388  | \$ 38.3438 | D                 | Â |
| Stock Options (Right to buy) | Â <u>(5)</u>  | 09/21/2011 | Common Stock | 9,189  | \$ 41.95   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(6)</u>  | 09/21/2011 | Common Stock | 8,900  | \$ 42.9    | D                 | Â |
| Stock Options (Right to buy) | Â <u>(7)</u>  | 12/11/2013 | Common Stock | 60,000 | \$ 43.45   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(8)</u>  | 07/30/2012 | Common Stock | 8,474  | \$ 48.39   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(9)</u>  | 11/18/2007 | Common Stock | 29,248 | \$ 55.78   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(10)</u> | 12/21/2008 | Common Stock | 36,316 | \$ 61.23   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(11)</u> | 09/03/2009 | Common Stock | 16,279 | \$ 61.39   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(12)</u> | 12/20/2014 | Common Stock | 55,000 | \$ 61.55   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(13)</u> | 09/03/2009 | Common Stock | 19,252 | \$ 62.61   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(14)</u> | 10/03/2015 | Common Stock | 50,000 | \$ 65.24   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(15)</u> | 11/20/2010 | Common Stock | 39,075 | \$ 72.36   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(16)</u> | 07/30/2012 | Common Stock | 11,237 | \$ 72.99   | D                 | Â |
| Stock Options (Right to buy) | Â <u>(16)</u> | 09/21/2011 | Common Stock | 10,563 | \$ 72.99   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

Stromberg William J  
100 E. PRATT STREET      Â      Â      Â Vice President      Â  
BALTIMORE, Â MDÂ 21202

## Signatures

WILLIAM J      02/10/2006  
STROMBERG

     \*\*Signature of Reporting      Date  
Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (11) 02/28/2005 Replenishment Grant - option vest 100% immediately.
- (7) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (1) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.
- (14) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.
- (10) 06/17/2005 Replenishment Grant - option vest 100% immediately.
- (8) 01/02/2004 Replenishment Grant - option vest 100% immediately.
- (12) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (6) 09/24/2003 Replenishment Grant - option vest 100% immediately.
- (5) 08/12/2003 Replenishment Grant - option vest 100% immediately.
- (4) 03/16/1999 Replenishment Grant - option vest 100% immediately.
- (15) 11/23/2005 Replenishment Grant - option vest 100% immediately.
- (2) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on July 30, 2003.
- (9) 03/05/2004 Replenishment Grant - option vest 100% immediately.
- (16) 01/03/2006 Replishment Grant - option vest 100% immediately.
- (13) 03/01/2005 Replenishment Grant - option vest 100% immediately.
- (3) 05/30/2003 Replenishment Grant - option vest 100% immediately.

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.