

PRICE T ROWE GROUP INC  
 Form 4  
 September 11, 2015

**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 \*  
 BERNARD EDWARD C

2. Issuer Name and Ticker or Trading Symbol  
 PRICE T ROWE GROUP INC  
 [TROW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/09/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice COB & Vice President

T. ROWE PRICE GROUP, INC., P.O. BOX 89000

(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

BALTIMORE, MD 21289-0320

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/09/2015		A	V 4,500 <sup>(1)</sup> A \$ 0	644,900.844	D	
Common Stock	09/10/2015		A	V 801.973 A <sup>(2)</sup> 80.9178	645,702.817	D	
Common Stock					77,500	I	2012 Ellen N. Bernard Family Trust

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Common Stock	201,963	I	2008 Bernard Family Trust
Common Stock	60,500	I	By Spouse

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)

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 Number Shares
Stock Options (Right to Buy)	\$ 70.92	09/10/2015		A	15,000	12/09/2016 <sup>(3)</sup>	09/10/2025	Common Stock	15,000
Stock Options (Right to Buy)	\$ 48.0508					09/06/2008 <sup>(4)</sup>	09/06/2017	Common Stock	104,000
Stock Options (Right to Buy)	\$ 54.8329					09/04/2009 <sup>(6)</sup>	09/04/2018	Common Stock	104,000
Stock Options (Right to Buy)	\$ 26.3885					11/01/2010 <sup>(7)</sup>	02/12/2019	Common Stock	52,000
Stock Options (Right to Buy)	\$ 43.3725					11/01/2010 <sup>(8)</sup>	09/10/2019	Common Stock	52,000
	\$ 47.6474					11/01/2011 <sup>(9)</sup>	02/18/2020		52,000

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Stock Options (Right to Buy)				Common Stock	
Stock Options (Right to Buy)	\$ 45.7933	11/01/2011 <sup>(10)</sup>	09/08/2020	Common Stock	52,0
Stock Options (Right to Buy)	\$ 67.5613	11/01/2012 <sup>(11)</sup>	02/17/2021	Common Stock	52,0
Stock Options (Right to Buy)	\$ 48.56	11/01/2012 <sup>(12)</sup>	09/08/2021	Common Stock	52,0
Stock Options (Right to Buy)	\$ 59.0693	12/10/2013 <sup>(13)</sup>	02/23/2022	Common Stock	26,0
Stock Options (Right to Buy)	\$ 60.7984	12/10/2013 <sup>(14)</sup>	09/06/2022	Common Stock	23,4
Stock Options (Right to Buy)	\$ 69.6708	12/10/2014 <sup>(15)</sup>	02/21/2023	Common Stock	23,0
Stock Options (Right to Buy)	\$ 70.2854	12/10/2014 <sup>(17)</sup>	09/10/2023	Common Stock	16,3
Stock Options (Right to Buy)	\$ 77.9443	12/10/2015 <sup>(18)</sup>	02/19/2024	Common Stock	17,9
Stock Options (Right to Buy)	\$ 78.4418	12/10/2015 <sup>(19)</sup>	09/10/2024	Common Stock	15,3
Stock Options (Right to Buy)	\$ 80.9492	12/09/2016 <sup>(20)</sup>	02/19/2025	Common Stock	15,3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNARD EDWARD C T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X		Vice COB & Vice President	

## Signatures

/s/ Edward C.  
Bernard 09/11/2015

\*\*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).
- On September 09, 2015, the Executive Compensation Committee certified that the performance threshold on certain performance-based restricted stock awards were met. The awards are settled in shares of common stock upon vesting. The awards vest in five equal annual installments beginning on December 10, 2015.
- (1) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
  - (2) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
  - (3) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 1.56% on December 13, 2012, and by 2.5% on April 7, 2015, the ex-dividend dates, as a result of special dividends that were declared by T. Rowe Price Group, Inc.
- (4) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
  - (5) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
  - (6) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
  - (7) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
  - (8) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
  - (9) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
  - (10) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
  - (11) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
  - (12) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
  - (13) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 2.5% on April 7, 2015, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.
- (14) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
  - (15) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
  - (16) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
  - (17) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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