

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Wiese Edward A

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)
09/10/2015

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

T. ROWE PRICE GROUP,
INC., 100 E. PRATT 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

BALTIMORE, MD 21202

(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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------------|-------------|---|-----------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/10/2015 | | A | | 125.918 | A | | \$ 79,589.974 ⁽¹⁾ | 140,782.974 | D | |
| Common Stock | 09/10/2015 | | M | | 3,122 | A | | \$ 0 | 143,904.974 | D | |
| Common Stock | | | | | | | | | 12,281 | I | Spouse |
| Common Stock | | | | | | | | | 76,000.277 | I | Wiese EA Family |

| | | | | | | | |
|--------------|--|--|--|--|--------|---|--|
| Common Stock | | | | | 38,000 | I | 2012 Trust Wiese RJ Family 2012 Trust |
| Common Stock | | | | | 38,000 | I | Wiese WS Family 2012 Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Underlying Securities | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to Buy) | \$ 70.92 | 09/10/2015 | | A | 10,000 | 12/09/2016 ⁽²⁾ | 09/10/2020 | Common Stock | 10 |
| Stock Options (Right to Buy) | \$ 31.3358 | 09/10/2015 | | M | 3,122 | 10/03/2006 ⁽³⁾ | 10/03/2015 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 44.3716 | | | | | 11/01/2007 ⁽⁵⁾ | 11/01/2016 | Common Stock | 10 |
| Stock Options (Right to Buy) | \$ 48.0508 | | | | | 09/06/2008 ⁽⁶⁾ | 09/06/2017 | Common Stock | 8 |
| | \$ 54.8329 | | | | | 09/04/2009 ⁽⁷⁾ | 09/04/2018 | | 7 |

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| | | | | | |
|------------------------------|------------|----------------------------|------------|--------------|---|
| Stock Options (Right to Buy) | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 26.3885 | 11/01/2010 ⁽⁸⁾ | 02/12/2019 | Common Stock | 1 |
| Stock Options (Right to Buy) | \$ 43.3725 | 11/01/2010 ⁽⁹⁾ | 09/10/2019 | Common Stock | 4 |
| Stock Options (Right to Buy) | \$ 47.6474 | 11/01/2011 ⁽¹⁰⁾ | 02/18/2020 | Common Stock | 6 |
| Stock Options (Right to Buy) | \$ 45.7933 | 11/01/2011 ⁽¹¹⁾ | 09/08/2020 | Common Stock | 6 |
| Stock Options (Right to Buy) | \$ 67.5613 | 11/01/2012 ⁽¹²⁾ | 02/17/2021 | Common Stock | 6 |
| Stock Options (Right to Buy) | \$ 48.56 | 11/01/2012 ⁽¹³⁾ | 09/08/2021 | Common Stock | 6 |
| Stock Options (Right to Buy) | \$ 59.0693 | 12/10/2013 ⁽¹⁴⁾ | 02/23/2022 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 60.7984 | 12/10/2013 ⁽¹⁵⁾ | 09/06/2022 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 69.6708 | 12/10/2014 ⁽¹⁶⁾ | 02/21/2023 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 70.2854 | 12/10/2014 ⁽¹⁸⁾ | 09/10/2023 | Common Stock | 3 |
| | \$ 77.9443 | 12/10/2015 ⁽¹⁹⁾ | 02/19/2024 | | 3 |

| | | | | | |
|---------------------------------------|------------|----------------------------|------------|-----------------|----|
| Stock Options (Right to Buy) | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 78.4418 | 12/10/2015 ⁽²⁰⁾ | 09/09/2024 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 80.9492 | 12/09/2016 ⁽²¹⁾ | 02/19/2025 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wiese Edward A T. ROWE PRICE GROUP, INC. 100 E. PRATT STREET BALTIMORE, MD 21202 | | | Vice President | |

Signatures

Edward A. Wiese 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).
- (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) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.
- (4) 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.
- (5) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (6) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- (7) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (8) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (9) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (10) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (11) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

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- (12) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (13) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (14) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (15) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (16) 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

- (17) 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.

- (18) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (19) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (20) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (21) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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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