

PRICE T ROWE GROUP INC
Form 4
August 25, 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 *
MORELAND KENNETH V

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)
08/24/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & 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 Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	08/24/2015		A	V	268.989	A		\$ 80.2959 (1)
Common Stock	08/24/2015		M		3,122	A		\$ 31.3358

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

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(9-02)

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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 or Number of Shares
Stock Options (Right to Buy)	\$ 31.3358	08/24/2015		M	3,122	10/03/2006 ⁽²⁾	10/03/2015	Common Stock	3,122
Stock Options (Right to Buy)	\$ 60.7984					⁽⁴⁾	09/06/2022	Common Stock	6,504
Stock Options (Right to Buy)	\$ 44.3716					11/01/2007 ⁽⁵⁾	11/01/2016	Common Stock	41,637
Stock Options (Right to Buy)	\$ 48.0508					09/06/2008 ⁽⁶⁾	09/06/2017	Common Stock	41,637
Stock Options (Right to Buy)	\$ 54.8329					09/04/2009 ⁽⁷⁾	09/04/2018	Common Stock	36,432
Stock Options (Right to Buy)	\$ 26.3885					11/01/2010 ⁽⁸⁾	02/12/2019	Common Stock	18,735
Stock Options (Right to Buy)	\$ 43.3725					11/01/2010 ⁽⁹⁾	09/10/2019	Common Stock	18,736
Stock Options (Right to Buy)	\$ 47.6474					11/01/2011 ⁽¹⁰⁾	02/18/2020	Common Stock	14,572

Stock Options (Right to Buy)	\$ 45.7933	11/01/2011 ⁽¹¹⁾	09/08/2020	Common Stock	14,572
Stock Options (Right to Buy)	\$ 67.5613	11/01/2012 ⁽¹²⁾	02/17/2021	Common Stock	13,011
Stock Options (Right to Buy)	\$ 48.56	11/01/2012 ⁽¹³⁾	09/08/2021	Common Stock	13,011
Stock Options (Right to Buy)	\$ 59.0693	12/10/2013 ⁽¹⁴⁾	02/23/2022	Common Stock	6,504
Stock Options (Right to Buy)	\$ 69.6708	12/10/2014 ⁽¹⁵⁾	02/21/2023	Common Stock	6,148
Stock Options (Right to Buy)	\$ 70.2854	12/10/2014 ⁽¹⁶⁾	09/10/2023	Common Stock	6,148
Stock Options (Right to Buy)	\$ 77.9443	12/10/2015 ⁽¹⁷⁾	02/19/2024	Common Stock	5,892
Stock Options (Right to Buy)	\$ 78.4418	12/10/2015 ⁽¹⁸⁾	09/09/2024	Common Stock	5,893
Stock Options (Right to Buy)	\$ 80.9492	12/09/2016 ⁽¹⁹⁾	02/19/2025	Common Stock	5,892

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORELAND KENNETH V T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			CFO & Vice President	

Signatures

/s/ Kenneth V.
Moreland

08/25/2015

__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) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.

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) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (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 September 06, 2008.
- (7) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (8) 2/12/2009 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.
- (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 11/01/2011.
- (14) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (15) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (16) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (17) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (18) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (19) 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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