

PRICE T ROWE GROUP INC  
Form 4  
December 20, 2007

**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 \*  
KENNEDY JAMES A 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)  
T. ROWE PRICE GROUP,  
INC., P.O. BOX 89000  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2007

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

BALTIMORE, MD 21289-0320

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

(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	(D)	Price
Common Stock	11/30/2007		A	V	18.659	A	\$ 62.5264
							2,413,125.663
							<u>(1)</u>
Common Stock	12/19/2007		M		7,200	A	\$ 13.67
							2,420,325.663
Common Stock	12/19/2007		M		30,000	A	\$ 17.875
							2,450,325.663
Common Stock	12/19/2007		F		18,159	D	\$ 60.64
							2,432,166.663



## Edgar Filing: PRICE T ROWE GROUP INC - Form 4

- (3) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.
- (4) 12/19/2007 Replenishment Grant - option vests 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.

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