

Alderson Christopher D  
 Form 3  
 April 07, 2009

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Alderson Christopher D</p> <p>(Last) (First) (Middle)</p> <p>100 E. PRATT STREET</p> <p>(Street)</p> <p>BALTIMORE,Â MDÂ 21202</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/01/2009</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>PRICE T ROWE GROUP INC [TROW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	43,284.785	D	Â
Common Stock	262,000	I	Spouse

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

**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.**

**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	12/11/2004 <sup>(1)</sup>	12/11/2013	Common Stock	16,000	\$ 21.725	D	Â
Stock Options (Right to Buy)	12/20/2005 <sup>(2)</sup>	12/20/2014	Common Stock	80,000	\$ 30.775	D	Â
Stock Options (Right to Buy)	10/03/2006 <sup>(3)</sup>	10/03/2015	Common Stock	80,000	\$ 32.62	D	Â
Stock Options (Right to Buy)	06/04/2007 <sup>(4)</sup>	09/03/2009	Common Stock	11,865	\$ 51.83	D	Â
Stock Options (Right to Buy)	06/04/2007 <sup>(4)</sup>	04/28/2010	Common Stock	36,778	\$ 51.83	D	Â
Stock Options (Right to Buy)	06/04/2007 <sup>(4)</sup>	11/20/2010	Common Stock	37,622	\$ 51.83	D	Â
Stock Options (Right to Buy)	06/25/2007 <sup>(5)</sup>	09/21/2011	Common Stock	24,350	\$ 51.03	D	Â
Stock Options (Right to Buy)	06/25/2007 <sup>(5)</sup>	07/30/2012	Common Stock	21,430	\$ 51.03	D	Â
Stock Options (Right to Buy)	06/25/2007 <sup>(5)</sup>	12/11/2013	Common Stock	20,435	\$ 51.03	D	Â
Stock Options (Right to Buy)	11/01/2007 <sup>(6)</sup>	11/01/2016	Common Stock	75,000	\$ 46.19	D	Â
Stock Options (Right to Buy)	04/02/2008 <sup>(7)</sup>	07/30/2012	Common Stock	4,979	\$ 54.91	D	Â
Stock Options (Right to Buy)	04/02/2008 <sup>(7)</sup>	12/11/2013	Common Stock	6,330	\$ 54.91	D	Â
Stock Options (Right to Buy)	09/06/2008 <sup>(8)</sup>	09/06/2017	Common Stock	70,000	\$ 50.02	D	Â
Stock Options (Right to Buy)	09/04/2009 <sup>(9)</sup>	09/04/2018	Common Stock	80,000	\$ 57.08	D	Â
Stock Options (Right to Buy)	11/01/2010 <sup>(10)</sup>	02/12/2019	Common Stock	48,000	\$ 27.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alderson Christopher D 100 E. PRATT STREET BALTIMORE, MD 21202	Â	Â	Â Vice President	Â

## Signatures

/s/ Christopher D.  
Alderson

04/07/2009

\_\_Signature of Reporting  
Person

Date

## 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).
- (1) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (2) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (3) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.
- (4) 06/04/2007 Replenishment Grant - option vests 100% immediately.
- (5) 06/25/2007 Replenishment Grant - option vests 100% immediately.
- (6) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (7) 04/02/2008 Replenishment Grant - option vests 100% immediately.
- (8) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- (9) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (10) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

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.