

PRICE T ROWE GROUP INC

Form 4

September 11, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hiebler Jessica M

(Last) (First) (Middle)

T. ROWE PRICE GROUP,
INC., 100 E. PRATT STREET,
BA-0320

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Principal Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D) Price		
Common Stock	09/10/2015		A	V	191.058	A \$ 79.8609 ⁽¹⁾	6,536.9534	D
Common Stock	09/10/2015		A		600	A \$ 0	7,136.9534	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	\$ 70.92	09/10/2015		A	2,000			12/09/2016 ⁽²⁾	09/10/2025	Common Stock	2,000
Stock Options (Right to Buy)	\$ 59.0693							12/10/2013 ⁽³⁾	02/23/2022	Common Stock	1,456
Stock Options (Right to Buy)	\$ 60.7984							12/10/2013 ⁽⁵⁾	09/06/2022	Common Stock	1,456
Stock Options (Right to Buy)	\$ 69.6708							12/10/2014 ⁽⁶⁾	02/21/2023	Common Stock	1,537
Stock Options (Right to Buy)	\$ 70.2854							12/10/2014 ⁽⁸⁾	09/10/2023	Common Stock	1,537
Stock Options (Right to Buy)	\$ 77.9443							12/10/2015 ⁽⁹⁾	02/19/2024	Common Stock	1,639
Stock Options (Right to Buy)	\$ 78.4418							12/10/2015 ⁽¹⁰⁾	09/10/2024	Common Stock	1,638
Stock Options	\$ 80.9492							12/09/2016 ⁽¹¹⁾	02/19/2025	Common Stock	2,049

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hiebler Jessica M T. ROWE PRICE GROUP, INC. 100 E. PRATT STREET, BA-0320 BALTIMORE, MD 21202	Principal Accounting Officer

Signatures

/s/ Jessica M.
Hiebler

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) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(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) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(6) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(7) 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.

(8) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(9) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

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

(11) 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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