

PRICE T ROWE GROUP INC
 Form 4
 July 17, 2006

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 *
 OMELIA WAYNE D

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)
 100 E. PRATT STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2006

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

BALTIMORE, MD 21202
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 06/30/2006 | | A | V | 311.727 | A | |
| | | | | | \$ 0 (1) | | |
| Common Stock | | | | | 4,000 (2) | I | by Daughter |
| Common Stock | | | | | 4,000 (2) | I | by Daughter 2 |
| Common Stock | | | | | 20,000 (2) | I | by Spouse |

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 12.85 | | | | | <u>(3)</u> 09/21/2011 | Common Stock | 7,600 | |
| Incentive Stock Option (right to buy) | \$ 13.67 | | | | | <u>(5)</u> 07/30/2012 | Common Stock | 7,200 | |
| Incentive Stock Option (right to buy) | \$ 15.375 | | | | | <u>(6)</u> 09/03/2009 | Common Stock | 6,600 | |
| Incentive Stock Option (right to buy) | \$ 15.6875 | | | | | <u>(7)</u> 11/18/2007 | Common Stock | 6,000 | |
| Incentive Stock Option (right to buy) | \$ 17.875 | | | | | <u>(8)</u> 12/21/2008 | Common Stock | 5,600 | |
| Incentive Stock Option (right to buy) | \$ 19.5 | | | | | <u>(9)</u> 11/20/2010 | Common Stock | 5,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 12.85 | | | | | <u>(3)</u> 09/21/2011 | Common Stock | 62,400 | |
| Non-Qualified Stock Option (right to buy) | \$ 13.67 | | | | | <u>(5)</u> 07/30/2012 | Common Stock | 72,800 | |
| Non-Qualified | \$ 15.375 | | | | | <u>(6)</u> 09/03/2009 | Common | 53,400 | |

| Stock Option (right to buy) | | | | Stock | |
|-------------------------------------------------|------------|------|------------|-----------------|--------|
| Non-Qualified Stock Option (right to buy) | \$ 15.6875 | (7) | 11/18/2007 | Common Stock | 42,000 |
| Non-Qualified Stock Option (right to buy) | \$ 17.875 | (8) | 12/21/2008 | Common Stock | 54,400 |
| Non-Qualified Stock Option (right to buy) | \$ 19.5 | (9) | 11/20/2010 | Common Stock | 65,000 |
| Stock Options (Right to buy) | \$ 21.725 | (10) | 12/11/2013 | Common Stock | 80,000 |
| Stock Options (Right to buy) | \$ 30.775 | (11) | 12/20/2014 | Common Stock | 80,000 |
| Stock Options (Right to buy) | \$ 32.62 | (12) | 10/03/2015 | Common Stock | 80,000 |
| Stock Options (Right to buy) | \$ 36.175 | (13) | 11/18/2006 | Common Stock | 12,836 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| OMELIA WAYNE D 100 E. PRATT STREET BALTIMORE, MD 21202 | | | Vice President | |

Signatures

WAYNE D
O'MELIA

07/14/2006

**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).
- (7) 11/18/1997 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1998.
- (5) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- (3) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.
- (12) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.
- (11) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (2) At the close of business on June 23, 2006, the Common Stock of the issuer split 2:1 resulting in the reporting person's acquisition of one additional share of Common Stock for each share owned.

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- (9) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (8) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.
- (6) 09/03/1999 Grant - The option vests 20% annually over a 5 year period beginning on 09/03/2000.
- (4) This option, previously reported, has been adjusted to reflect a 2:1 stock split that occurred on June 23, 2006.
ESPP - Shares acquired on 01/13/2006, 01/31/2006, 02/28/2006, 03/31/2006, 04/07/2006, 04/28/2006, 05/31/2006 and 06/30/2006
- (1) pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares purchased at \$38.0296, \$38.3129, \$38.5994, \$39.0796, \$40.9911, \$42.5443, \$39.5196 and \$37.5675 per share, respectively.
- (13) 12/20/2005 Replenishment Grant - option vests 100% immediately.
- (10) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.

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