

CROTEAU JOSEPH P
Form 4
December 29, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CROTEAU JOSEPH P

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)

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President and Treasurer

(Last) (First) (Middle)
T. ROWE PRICE GROUP,
INC., P.O. BOX 89000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2009

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				(A) or (D)
Common Stock	11/30/2009		A	V	316.301	A	\$ 36.1392 (1)	152,168.378	D	
Common Stock	12/14/2009		G	V	1,250	D	\$ 0	150,918.378	D	
Common Stock	12/14/2009		G	V	1,250	A	\$ 0	119,000	I	By Spouse
Common Stock	12/14/2009		G	V	110	D	\$ 0	150,808.378	D	
	12/14/2009		G	V	110	A	\$ 0	860	I	By Son

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Common Stock									
Common Stock	12/14/2009		G V 110	D	\$ 0	150,698.378	D		
Common Stock	12/14/2009		G V 110	A	\$ 0	860	I		By Daughter
Common Stock	12/15/2009		G V 190	D	\$ 0	118,810	I		By Spouse
Common Stock	12/15/2009		G V 190	A	\$ 0	1,050	I		By Daughter
Common Stock	12/15/2009		G V 190	D	\$ 0	118,620	I		By Spouse
Common Stock	12/15/2009		G V 190	A	\$ 0	1,050	I		By Son
Common Stock	12/21/2009		G V 200	D	\$ 0	118,420	I		By Spouse
Common Stock	12/21/2009		G V 650	D	\$ 0	117,770	I		By Spouse

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

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.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROTEAU JOSEPH P T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			Vice President and Treasurer	

Signatures

/s/ Joseph P.
Croteau

12/29/2009

**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).

Shares acquired on 12/30/08, 01/30/09, 02/27/09, 03/30/09, 03/31/09, 04/30/09, 05/29/09, 06/29/09, 06/30/09, 07/31/09, 08/31/09,
(1) 09/28/09, 09/30/09, 10/30/09 and 11/30/09 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price

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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