KENNEDY JAMES A C

Form 4

August 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KENNEDY JAMES A C

(First)

2. Issuer Name and Ticker or Trading

PRICE T ROWE GROUP INC

Symbol

[TROW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

08/09/2011

X_ Officer (give title below)

10% Owner Other (specify

T. ROWE PRICE GROUP, INC., P.O. BOX 89000

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

CEO & President

Applicable Line)

X Director

X Form filed by One Reporting Person Form filed by More than One Reporting

BALTIMORE, MD 21289-0320

		Telson									
(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. Transa Code (Instr.		4. Securities AnDisposed of (Instr. 3, 4 and	D)	red (A) or Price	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	08/09/2011		A	V	61.813	A	\$ 58.7943 (1)	854,996.846	D		
Common Stock	08/09/2011		G	V	600,000	D	\$ 0	0	I	2011 Kennedy Grantor Retained Annuity Trust V	
Common Stock	08/09/2011		G	V	600,000	A	\$ 0	1,454,996.846	D		

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Common Stock	08/09/2011	G	V 106,597	D	\$ 0	1,348,399.846	D	
Common Stock	08/09/2011	G	V 106,597	A	\$ 0	485,119	I	2008 Kennedy Family Trust
Common Stock	08/09/2011	G	V 1,000,00	0 D	\$ 0	348,399.846	D	
Common Stock	08/09/2011	G	V 1,000,00	00 A	\$ 0	1,000,000	I	2011 Grantor Retained Annuity Trust VI
Common Stock						500,000	I	2010 Kennedy Grantor Retained Annunity Trust
Common Stock						361,195	I	James A.C. Kennedy LLC

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

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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	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ictio	rNumber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	rities	(Instr. 5)
	Derivative					Securities			(Instr	. 3 and 4)	
	Security					Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration	m: 1	or	
					* 7		Exercisable	Date	Title	Number	
										of	
				Code	V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KENNEDY JAMES A C T. ROWE PRICE GROUP, INC. P.O. BOX 89000

BALTIMORE, MD 21289-0320

X CEO & President

Signatures

/s/ Power of Attorney, Barbara A. Van Horn 08/11/2011

**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.

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