

PRICE T ROWE GROUP INC
Form 4
April 27, 2015

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 *
WHITTEMORE ANNE M

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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2015

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

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 Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BALTIMORE, MD 21289-0320

(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 Beneficial Ownership (Instr. 4)
Common Stock	04/23/2015		A	(A) Amount 125.198 (D) Price \$ 82.07	11,984.71	D	

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)

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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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.1957 <u>(2)</u>					<u>(3)</u> 04/27/2019	Common Stock	4,163
Stock Options (Right to Buy)	\$ 47.9067 <u>(2)</u>					<u>(4)</u> 10/28/2019	Common Stock	4,163
Stock Options (Right to Buy)	\$ 54.2853 <u>(2)</u>					<u>(5)</u> 04/28/2020	Common Stock	4,163
Stock Options (Right to Buy)	\$ 52.2584 <u>(2)</u>					<u>(6)</u> 10/27/2020	Common Stock	4,163
Stock Options (Right to Buy)	\$ 62.3835 <u>(2)</u>					<u>(7)</u> 04/27/2021	Common Stock	4,163
Stock Options (Right to Buy)	\$ 54.3141 <u>(2)</u>					<u>(8)</u> 10/28/2021	Common Stock	4,163
Stock Options (Right to Buy)	\$ 62.3258 <u>(2)</u>					<u>(9)</u> 10/31/2022	Common Stock	4,163
Stock Options (Right to Buy)	\$ 31.4703 <u>(2)</u>					10/31/2006 ⁽¹⁰⁾ 10/31/2015	Common Stock	4,163

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) Credited as fully-vested dividend equivalents pursuant to the T. Rowe Price Group Inc. 2007 Non-Employee Director Equity Plan with respect to special dividend declared by the issuer on its Common Stock.
- 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.
- (3) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this Restricted Stock Award was issued at \$38.72 per share, the closing price of TROW shares on April 27, 2009. The forfeiture provisions of the this award will lapse upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (4) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$49.87 per share, the closing price of TROW shares on October 28, 2009. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (5) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$56.51 per share, the closing price of TROW shares on April 28, 2010. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (6) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$54.40 per share, the closing price of TROW shares on October 27, 2010. The forfeiture provisions of this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (7) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$64.94 per share, the closing price of TROW shares on April 27, 2011. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (8) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$56.54 per share, the closing price of TROW shares on October 28, 2011. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (9) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$64.88 per share, the closing price of TROW shares on October 31, 2012. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (10) 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, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.
- (11) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$63.23 per share, the closing price of TROW shares on April 27, 2012. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.

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.