

PRICE T ROWE GROUP INC
Form 4
September 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
KENNEDY JAMES A C

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)
09/09/2015

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/09/2015 | | A | (A) 4,500 (1) | \$ 0 1,420,566 | D | |
| Common Stock | | | | | 877,254 | I | 2008 Kennedy Family Trust |
| Common Stock | | | | | 445,545 | 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 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) | \$ 44.3716 | | | | | 11/01/2007 ⁽²⁾ | 11/01/2016 | Common Stock | 101,728 |
| Stock Options (Right to Buy) | \$ 48.0508 | | | | | 09/06/2008 ⁽⁴⁾ | 09/06/2017 | Common Stock | 102,057 |
| Stock Options (Right to Buy) | \$ 54.8329 | | | | | 09/04/2009 ⁽⁵⁾ | 09/04/2018 | Common Stock | 102,293 |
| Stock Options (Right to Buy) | \$ 26.3885 | | | | | 11/01/2010 ⁽⁶⁾ | 02/12/2019 | Common Stock | 48,363 |
| Stock Options (Right to Buy) | \$ 43.3725 | | | | | 11/01/2010 ⁽⁷⁾ | 09/10/2019 | Common Stock | 52,047 |
| Stock Options (Right to Buy) | \$ 47.6474 | | | | | 11/01/2011 ⁽⁸⁾ | 02/18/2020 | Common Stock | 52,047 |
| Stock Options (Right to Buy) | \$ 45.7933 | | | | | 11/01/2011 ⁽⁹⁾ | 09/08/2020 | Common Stock | 52,048 |

| | | | | | | |
|------------------------------|------------|----------------------------|------------|--------------|--------|--|
| Buy) | | | | | | |
| Stock Options (Right to Buy) | \$ 67.5613 | 11/01/2012 ⁽¹⁰⁾ | 02/17/2021 | Common Stock | 52,048 | |
| Stock Options (Right to Buy) | \$ 48.56 | 11/01/2012 ⁽¹¹⁾ | 09/08/2021 | Common Stock | 52,048 | |
| Stock Options (Right to Buy) | \$ 59.0693 | 12/10/2013 ⁽¹²⁾ | 02/23/2022 | Common Stock | 26,023 | |
| Stock Options (Right to Buy) | \$ 60.7984 | 12/10/2013 ⁽¹³⁾ | 09/06/2022 | Common Stock | 23,421 | |
| Stock Options (Right to Buy) | \$ 69.6708 | 12/10/2014 ⁽¹⁴⁾ | 02/21/2023 | Common Stock | 23,060 | |
| Stock Options (Right to Buy) | \$ 77.9443 | 12/10/2015 ⁽¹⁶⁾ | 02/19/2024 | Common Stock | 17,936 | |
| Stock Options (Right to Buy) | \$ 70.2854 | 12/10/2014 ⁽¹⁷⁾ | 09/10/2023 | Common Stock | 16,399 | |
| Stock Options (Right to Buy) | \$ 78.4418 | 12/10/2015 ⁽¹⁸⁾ | 09/09/2024 | Common Stock | 15,374 | |
| Stock Options (Right to Buy) | \$ 80.9492 | 12/09/2016 ⁽¹⁹⁾ | 02/19/2025 | Common Stock | 12,811 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY JAMES A C T. ROWE PRICE GROUP, INC. | X | | CEO & President | |

P.O. BOX 89000
BALTIMORE, MD 21289-0320

Signatures

/s/ James A.C.
Kennedy

09/10/2015

**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) On September 09, 2015, the Executive Compensation Committee certified that the performance threshold on certain performance-based restricted stock awards were met. The awards are settled in shares of common stock upon vesting. The awards vest in five equal annual installments beginning on December 10, 2015.

(2) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.

(3) 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.

(4) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on September 06, 2008.

(5) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.

(6) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(7) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(8) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(9) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(10) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

(11) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

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

(13) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(14) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(15) 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.

(16) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(17) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(18) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(19) 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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