Alderson Christopher D
Form 4
February 22, 2019

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 *
Alderson Christopher D

(Last) (First) (Middle)

100 E. PRATT STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRICE T ROWE GROUP INC [TROW]

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2019		M		689	A	$ 70.33	401,164.158	D	
Common Stock	02/20/2019		M		41,639	A	$ 48.56	442,803.158	D	
Common Stock	02/20/2019		M		20,819	A	$ 59.0693	463,622.158	D	
Common Stock	02/20/2019		M		20,819	A	$ 60.7984	484,441.158	D	
Common Stock	02/20/2019		M		20,499	A	$ 69.6708	504,940.158	D	

Common Stock	02/20/2019		S		104,465	D	$ 96.9444 (1)	400,475.158	D

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

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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)	$ 70.33	02/20/2019		M			689	11/01/2012 (2)	02/17/2021	Common Stock	689
Stock Options (Right to Buy)	$ 48.56	02/20/2019		M			41,639	11/01/2012 (3)	09/08/2021	Common Stock	41,639
Stock Options (Right to Buy)	$ 59.0693	02/20/2019		M			20,819	12/10/2013 (4)	02/23/2022	Common Stock	20,819
Stock Options (Right to Buy)	$ 60.7984	02/20/2019		M			20,819	12/10/2013 (5)	09/06/2022	Common Stock	20,819
Stock Options (Right to Buy)	$ 69.6708	02/20/2019		M			20,499	12/10/2014 (6)	02/21/2023	Common Stock	20,499

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alderson Christopher D 100 E. PRATT STREET BALTIMORE, MD 21202			Vice President	

Signatures

/s/ Christopher D. Alderson	02/22/2019
**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) The range of prices for this transaction were $96.65 to $97.40. Will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2012.

(3) 09/8/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2012.

(4) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

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

(6) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

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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