

Linehan John D.  
Form 3  
February 18, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Linehan John D.  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
02/18/2010

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

4. Relationship of Reporting Person(s) to Issuer

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

T. ROWE PRICE, 100 EAST PRATT STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

55,305.31

D

100

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Title

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	11/20/2001 <sup>(1)</sup>	11/20/2010	Common Stock	3,800	\$ 19.5	D	Â
Stock Options (Right to Buy)	07/30/2003 <sup>(2)</sup>	07/30/2012	Common Stock	6,000	\$ 13.67	D	Â
Stock Options (Right to Buy)	12/11/2004 <sup>(3)</sup>	12/11/2013	Common Stock	56,000	\$ 21.725	D	Â
Stock Options (Right to Buy)	12/20/2005 <sup>(4)</sup>	12/20/2014	Common Stock	64,000	\$ 30.775	D	Â
Stock Options (Right to Buy)	10/03/2006 <sup>(5)</sup>	10/03/2015	Common Stock	70,000	\$ 32.62	D	Â
Stock Options (Right to Buy)	11/01/2007 <sup>(6)</sup>	11/01/2016	Common Stock	80,000	\$ 46.19	D	Â
Stock Options (Right to Buy)	05/01/2008 <sup>(7)</sup>	11/20/2010	Common Stock	505	\$ 61.76	D	Â
Stock Options (Right to Buy)	05/01/2008 <sup>(7)</sup>	09/21/2011	Common Stock	1,581	\$ 61.76	D	Â
Stock Options (Right to Buy)	09/06/2008 <sup>(8)</sup>	09/06/2017	Common Stock	80,000	\$ 50.02	D	Â
Stock Options (Right to Buy)	06/01/2009 <sup>(9)</sup>	07/30/2012	Common Stock	14,128	\$ 41.41	D	Â
Stock Options (Right to Buy)	09/04/2009 <sup>(10)</sup>	09/04/2018	Common Stock	80,000	\$ 57.08	D	Â
Stock Options (Right to Buy)	11/01/2010 <sup>(11)</sup>	02/12/2019	Common Stock	48,000	\$ 27.47	D	Â
Stock Options (Right to Buy)	11/01/2010 <sup>(12)</sup>	09/10/2019	Common Stock	48,000	\$ 45.15	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linehan John D. T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	Â	Â	Â Vice President	Â

## Signatures

/s/ John D.  
Linehan

02/18/2010

Date

Signature of  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (2) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- (3) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (4) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (5) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/30/2006.
- (6) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (7) 05/01/2008 Replenishment Grant - option vests 100% immediately.
- (8) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- (9) 06/01/2009 Replenishment Grant - option vests 100% immediately.
- (10) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (11) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (12) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

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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