

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)			
			Code	V	Amount or (D) Price					
Common Stock	09/09/2015		A		4,500 <u>(1)</u>	A	\$ 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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(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 <sup>(2)</sup>	11/01/2016	Common Stock	101,728
Stock Options (Right to Buy)	\$ 48.0508					09/06/2008 <sup>(4)</sup>	09/06/2017	Common Stock	102,057
Stock Options (Right to Buy)	\$ 54.8329					09/04/2009 <sup>(5)</sup>	09/04/2018	Common Stock	102,293
Stock Options (Right to Buy)	\$ 26.3885					11/01/2010 <sup>(6)</sup>	02/12/2019	Common Stock	48,363
Stock Options (Right to Buy)	\$ 43.3725					11/01/2010 <sup>(7)</sup>	09/10/2019	Common Stock	52,047
Stock Options (Right to Buy)	\$ 47.6474					11/01/2011 <sup>(8)</sup>	02/18/2020	Common Stock	52,047
Stock Options (Right to Buy)	\$ 45.7933					11/01/2011 <sup>(9)</sup>	09/08/2020	Common Stock	52,048

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