

PRICE T ROWE GROUP INC
Form 4
November 04, 2005

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 *
BERNARD EDWARD 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)
100 E. PRATT STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2005

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

BALTIMORE, MD 21202

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

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	10/31/2005		A	V 45.029 A \$ 0 ⁽¹⁾	241,866.825	D	
Common Stock	11/03/2005		M	16,000 A \$ 25.7	257,866.825	D	
Common Stock	11/03/2005		M	16,000 A \$ 27.34	273,866.825	D	
Common Stock	11/03/2005		M	3,000 A \$ 31.375	276,866.825	D	
Common Stock	11/03/2005		M	47,000 A \$ 31.375	323,866.825	D	

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Common Stock	11/03/2005	F	55,665	D	\$ 67.09	268,201.825	D	
Common Stock						24,000	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 a Underlyi (Instr. 3 a
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 31.375	11/03/2005		M	3,000	11/20/1998 ⁽²⁾ 11/18/2007	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 25.7	11/03/2005		M	16,000	09/21/2002 ⁽³⁾ 09/21/2011	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 27.34	11/03/2005		M	16,000	07/30/2003 ⁽⁴⁾ 07/30/2012	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 31.375	11/03/2005		M	47,000	11/20/1998 ⁽²⁾ 11/18/2007	Comm Stock
Stock Options (Right to buy)	\$ 67.09	11/03/2005		A	6,129	11/03/2005 ⁽⁵⁾ 09/21/2011	Comm Stock
Stock Options (Right to buy)	\$ 67.09	11/03/2005		A	21,979	11/03/2005 ⁽⁵⁾ 11/18/2007	Comm Stock
Stock Options (Right to buy)	\$ 67.09	11/03/2005		A	6,520	11/03/2005 ⁽⁵⁾ 07/30/2012	Comm Stock

Reporting Owners

Reporting Owner Name / Address Relationships

