#### Edgar Filing: PRICE T ROWE GROUP INC - Form 4

PRICE T ROWE GROUP INC Form 4 September 29, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WARREN DAVID J L Issuer Symbol PRICE T ROWE GROUP INC (Check all applicable) [TROW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) T. ROWE PRICE GROUP. 09/25/2008 Vice President INC., P.O. BOX 89000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BALTIMORE, MD 21289-0320 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. TransactionDisposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) Direct (D) Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) Common 09/25/2008 \$13.67 Μ 160,000 Α 681,636.269 D Stock \$ Common 09/25/2008 S 94,100 D 57.9895 587,536.269 D

> (1) \$

> (2)

\$

59.4933

D

D

58.7212 535.336.269

521,636.269

D

D

S

S

52.200

13,700

Stock

Stock

Stock

Common

Common

09/25/2008

09/25/2008

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(3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisat Expiration Date (Month/Day/Yea		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 13.67	09/25/2008		М	160,000	07/30/2003(4)	07/30/2012	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WARREN DAVID J L						
T. ROWE PRICE GROUP, INC.			Vice			
P.O. BOX 89000			President			
BALTIMORE, MD 21289-0320						

## **Signatures**

/s/ David J. L. 09/29/2008 Warren

\*\*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).
- The range of prices is from \$57.30 to \$58.29. Will provide upon request by the Commission staff, the issuer, or a security holder of the (1)issuer, full information regarding the number of shares sold at each separate price.
- The range of prices is from \$58.30 to \$59.29. Will provide upon request by the Commission staff, the issuer, or a security holder of the (2) issuer, full information regarding the number of shares sold at each separate price.

(3)

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The range of prices is from \$59.30 to \$59.71. 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.

(4) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.