Edgar Filing: PRICE T ROWE GROUP INC - Form 4

PRICE T RO Form 4 October 30, 2	WE GROUP II 008	NC										
FORM	Λ									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287				
Check this if no longe									Expires:	January 31,		
subject to	F CHAN	F CHANGES IN BENEFICIAL OWN				NERSHIP OF	Estimated a	2005 average				
Section 16		SECURITIES						burden hours per				
Form 4 or Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response	response 0.8			
obligation												
may contin	nue. Section 17		of the Inv	•	•	- ·		f 1935 or Sectio	n			
<i>See</i> Instruct 1(b).	ction	50(II)	of the fill	estinent (Joinpan	y Aci	. 01 19	40				
(Print or Type R	esponses)											
Dress dates I Alfred In					5. Relationship of Issuer	of Reporting Person(s) to						
	Symbol PRICE T ROWE GROUP INC [TROW]											
						(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of	- Earliest Tra	nsaction			X Director	10%	6 Owner		
			(Month/Day/Year)					Officer (give titleOther (specify				
			10/29/2008					below) below)				
INC., P.O. B	OX 89000											
(Street) 4			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Month/D				th/Day/Year)				Applicable Line)				
_X_Form filed by C							One Reporting Person fore than One Reporting					
BALTIMOR	E, MD 21289-	0320						Person		porting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction D	ate 2A. Dee	emed	3.	4. Securities			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea	r) Execution	on Date, if	TransactionAcquired (A) or			Securities	Form: Direct	Indirect			
(Instr. 3)		any (Month)	CodeDisposed of (D)/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Beneficially Owned	Indirect (I) Owner	Beneficial		
		(INIOIIIII/	Day/rear)	(Instr. 3, 4 and 5)				(Instr. 4)				
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D)	Price	(Instr. 5 and 4)				
Common Stock	10/29/2008			А	1,200 (1)	А	\$0	5,111.242	D			

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.

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Broaddus J Alfred Jr T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	Х						
Signatures							
/s/ Power of Attorney, James A.C. Kennedy	10/30/2008						
<u>**</u>Signature of Reporting Person		I	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) Pursuant to the 2007 Non-Employee Director Equity Plan, this Restricted Stock Units Award was issued at \$37.56 per share, the closing price of TROW shares on October 29, 2008. The forfeiture provisions of this award will lapse and vest on October 29, 2009.

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.