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Broaddus J Alfr Form 4	red Jr										
FORM	Л) STATES	SECUR	ITIES AI	ND EXC	CHAN	NGE (COMMISSION		PPROVAL	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	ox STATE Filed pu e. Section 17	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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								Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Res	ponses)										
Broaddus J Alfred Jr Symbol			Name and Ticker or Trading T ROWE GROUP INC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)(First)(Middle)3. Date of (Month/DaT. ROWE PRICE GROUP,10/28/20INC., P.O. BOX 89000								X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amend Filed(Month				e Original			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
BALTIMORE	, MD 21289-	0320						Form filed by N Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
	2. Transaction D Month/Day/Yea	r) Execution any		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common 1 Stock	0/28/2011			Code V A	Amount 1,200 (1)	(D) A	Price \$ 0	12,850.796	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 Derivat Security (Instr. 3	ive Conversion or Exercise	· · · · ·	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5)	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	10/31/2011						
<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).

Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this Restricted Stock Unit Award was issued at \$56.54 per share, the closing price of TROW shares on October 28, 2011. The forfeiture provisions of the this award will lapse upon the earliest

(1) of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.

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.