#### KENNEDY JAMES A C

Form 4

December 11, 2012

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

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0.5

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Check this box if no longer subject to Section 16. Form 4 or 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* KENNEDY JAMES A C

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

PRICE T ROWE GROUP INC

[TROW]

12/07/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_ Director 10% Owner X\_ Officer (give title 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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### **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. Transactic Code (Instr. 8)	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/07/2012		Code V  A V		(A) or (D)	Price \$ 64.4635	Transaction(s) (Instr. 3 and 4) 885,748.823	(Instr. 4)		
Common Stock	12/07/2012		M	60,000	A	\$ 30.775	474,022	I	James A.C. Kennedy LLC	
Common Stock	12/07/2012		F	28,477	D	\$ 64.84	445,545	I	James A.C. Kennedy LLC	

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Common Stock	12/10/2012	M	1,960	A	\$ 50.02	887,708.823	D	
Common Stock						241,335	I	2010 Kennedy Grantor Retained Annunity Trust
Common Stock						713,000	I	2011 Grantor Retained Annuity Trust VI
Common Stock						485,119	I	2008 Kennedy Family Trust
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	\$ 30.775	12/07/2012		M	60,000	12/20/2005(2)	12/20/2014	Common Stock	60,000
Stock Options (Right to Buy)	\$ 50.02	12/10/2012		M	1,960	09/06/2008(4)	09/06/2017	Common Stock	1,960
Stock Options	\$ 30.775					12/20/2005(2)	12/20/2014	Common Stock	36,800

(Right to Buy)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KENNEDY JAMES A C T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320

X CEO & President

### **Signatures**

/s/ James A.C. Kennedy 12/11/2012

\*\*Signature of Reporting Date
Person

# **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) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) 12/20/2004 Grant The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (3) These shares were previously reported as directly owned, but were transferred to the James A.C. Kennedy LLC on 11/18/2008.
- (4) 09/06/2007 Grant The option vests 20% annually over a 5 year period beginning on September 06, 2008.

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.

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