PRICE T ROWE GROUP INC

Form 4

Common

Common

Stock

Stock

12/21/2012

December 26, 2012

December 26	6, 2012												
FORM 4 LINITED STATES SECURITIES AND EVCHANCE COMMISSION									OMB APPROVAL				
Washington, D.C. 20549								OMB Number:	3235-0287				
Check the if no long	rar		Expires:	January 31, 2005									
subject to Section 1 Form 4 o	6. STATEN.	STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES								burden h	Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)												
1. Name and Address of Reporting Person * 2. Iss HEBB DONALD B JR Symbol				Name	and	Ticker or	Γradin	g	5. Relationship of Reporting Person(s) to Issuer				
	PRICE T ROWE GROUP INC [TROW]						(Check all applicable)						
(Last) (First) (Middle) 3. Date of (Month/E				f Earliest Transaction Day/Year)					_X_ Director 10% Owner Officer (give title below) Other (specify below)				
T. ROWE P INC., P.O. I	12/21/2012						ociow)	ociow)					
	(Street) 4. If Amendment, Date Filed(Month/Day/Year)					_			Applicable Line)	ividual or Joint/Group Filing(Check able Line)			
BALTIMORE, MD 21289-0320								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - N	on-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	3. Transa Code (Instr.		4. Securit n(A) or Dis (D) (Instr. 3, 4	posed	of	Securities O Beneficially Fe Owned (I Following In	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common											The SDP V Irrevocable Trust by		
Stock	12/21/2012			G	V	10,500	A	\$ 0	10,500	I	Donald B. Hebb, Jr.,		

G V 10,500 D \$0 20,171

Settlor

Donald B.

Hebb, Jr. BTAB

D

I

27,225

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Irrevocable Trust

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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Amou Under Secur	Title and mount of nderlying curities astr. 3 and 4)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships

Reporting Owner Name / Address 10% Director Officer Other Owner

HEBB DONALD B JR T. ROWE PRICE GROUP, INC. P.O. BOX 89000

BALTIMORE, MD 21289-0320

X

Signatures

/s/ Power of Attorney, Steven J. Banks, Director of Corporate Services

Date

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

Reporting Owners 2

12/26/2012

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Explanation of Responses: