

Alderson Christopher D
 Form 4
 April 11, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Alderson Christopher D

2. Issuer Name and Ticker or Trading Symbol
 PRICE T ROWE GROUP INC
 [TROW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 100 E. PRATT STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/09/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

BALTIMORE, MD 21202
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/09/2013		A	V	110.442 \$ 73.5365 <u>(1)</u>	D	
Common Stock	04/09/2013		M		20,754 <u>(2)</u> \$ 50.2448	D	
Common Stock	04/09/2013		M		6,428 <u>(2)</u> \$ 54.0651	D	
Common Stock	04/09/2013		M		9,186 <u>(2)</u> \$ 37.8386	D	
Common Stock	04/09/2013		F		29,436 \$ 74.44	D	

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Common Stock 262,000 I Spouse

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 50.2448	04/09/2013		M	20,754 (2)	06/25/2007 ⁽³⁾ 12/11/2013	Common Stock 20,754
Stock Options (Right to Buy)	\$ 54.0651	04/09/2013		M	6,428 (2)	04/02/2008 ⁽⁴⁾ 12/11/2013	Common Stock 6,428
Stock Options (Right to Buy)	\$ 37.8386	04/09/2013		M	9,186 (2)	05/01/2009 ⁽⁵⁾ 12/11/2013	Common Stock 9,186

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alderson Christopher D 100 E. PRATT STREET BALTIMORE, MD 21202			Vice President	

Signatures

/s/ Christopher D.
Alderson

04/11/2013

__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).

(1) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options

(2) were adjusted by 1.56% on December 13, 2012, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.

(3) 06/25/2007 Replenishment Grant - option vests 100% immediately.

(4) 04/02/2008 Replenishment Grant - option vests 100% immediately.

(5) 05/01/2009 Replenishment Grant - option vests 100% immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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