PRICE T ROWE GROUP INC

Form 4 July 01, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires: 2005 Estimated average

10% Owner

Other (specify

January 31,

0.5

burden hours per response...

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

Form 5

(Middle)

(Zip)

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

BUSH MARY K

(Last)

(City)

1. Title of

Security

(Instr. 3)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

PRICE T ROWE GROUP INC

[TROW]

06/29/2015

3. Date of Earliest Transaction

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

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_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BALTIMORE, MD 21289-0320

(State)

06/29/2015

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. Code (Month/Day/Year) (Instr. 8)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

77.47

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

or Code V Amount (D)

(1)

Price 73.5 A

11,023.578

Transaction(s)

(Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

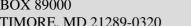
Reporting Owners

Relationships

Reporting Owner Name / Address 10%

Officer Other Director Owner

BUSH MARY K T. ROWE PRICE GROUP, INC. P.O. BOX 89000 **BALTIMORE, MD 21289-0320**



Signatures

/s/ Power of Attorney, Kenneth V. Moreland, Chief Financial 06/30/2015 Officer

X

**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).
- Credited as fully-vested dividend equivalents pursuant to the T. Rowe Price Group Inc. 2007 Non-Employee Director Equity Plan with respect to dividend declared by the issuer on it's Common Stock.

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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