

PRICE T ROWE GROUP INC
 Form 4
 March 03, 2017

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 *
MORELAND KENNETH V

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & Vice 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)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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. 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 Ownership (Instr. 4)	
				Code	V Amount (D) Price				
Common Stock	03/01/2017		A	V	24.48	A \$ 71.4877	106,264.657	D	
Common Stock	03/01/2017		M		18,735	A \$ 26.3885	124,999.657	D	
Common Stock	03/01/2017		M		18,736	A \$ 43.3725	143,735.657	D	
Common Stock	03/01/2017		M		14,572	A \$ 47.6474	158,307.657	D	
	03/01/2017		M		14,572	A	172,879.657	D	

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Common Stock					\$	45.7933	
Common Stock	03/01/2017		M	13,011	A	\$ 48.56	185,890.657 D
Common Stock	03/01/2017		F	61,205	D	\$ 72.53	124,685.657 D

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

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(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. 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)	\$ 26.3885	03/01/2017		M	18,735	11/01/2010 ⁽²⁾	02/12/2019	Common Stock	18,735
Stock Options (Right to Buy)	\$ 43.3725	03/01/2017		M	18,736	11/01/2010 ⁽³⁾	09/10/2019	Common Stock	18,736
Stock Options (Right to Buy)	\$ 47.6474	03/01/2017		M	14,572	11/01/2011 ⁽⁴⁾	02/18/2020	Common Stock	14,572
Stock Options (Right to Buy)	\$ 45.7933	03/01/2017		M	14,572	11/01/2011 ⁽⁵⁾	09/08/2020	Common Stock	14,572
Stock Options (Right to Buy)	\$ 48.56	03/01/2017		M	13,011	11/01/2012 ⁽⁶⁾	09/08/2021	Common Stock	13,011

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORELAND KENNETH V T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			CFO & Vice President	

Signatures

/s/ Kenneth V.
Moreland

03/02/2017

**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.
 - (2) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
 - (3) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
 - (4) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
 - (5) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
 - (6) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

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.