

PRICE T ROWE GROUP INC
Form 4
August 08, 2006

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 *
ROGERS BRIAN C

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)
08/07/2006

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/07/2006		M		32,000	A	\$ 13.67	1,934,032 ⁽¹⁾ D
Common Stock	08/07/2006		M		234,000	A	\$ 15.6875	2,168,032 ⁽¹⁾ D
Common Stock	08/07/2006		F		173,026	D	\$ 41.13	1,995,006 ⁽¹⁾ D

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

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SEC 1474 (9-02)

number.

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 12.85					(2)	09/21/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 13.67					(4)	07/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.85					(2)	09/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.375					(5)	09/03/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.875					(6)	12/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.5					(7)	11/20/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.67	08/07/2006		M	32,000	(4)	07/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.6875	08/07/2006		M	234,000	(8)	11/18/2007	Common Stock
Stock Options (Right to buy)	\$ 21.725					(9)	12/11/2013	Common Stock
Stock Options (Right to buy)	\$ 30.775					(10)	12/20/2014	Common Stock
Stock Options (Right to buy)	\$ 32.62					(11)	10/03/2015	Common Stock
Stock Options (Right to buy)	\$ 36.66					(12)	09/21/2011	Common Stock

Stock Options (Right to buy)	\$ 41.225					(13)	07/30/2012	Common Stock
Stock Options (Right to buy)	\$ 41.13	08/07/2006		A	10,635	(14)	07/30/2012	Common Stock
Stock Options (Right to buy)	\$ 41.13	08/07/2006		A	89,250	(14)	11/18/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS BRIAN C 100 E. PRATT STREET BALTIMORE, MD 21202	X		Vice President	

Signatures

BRIAN C
ROGERS

08/08/2006

**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).
- (8) 11/18/1997 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1998.
- (4) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- (2) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.
- (11) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.
- (10) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (13) 05/04/2006 Replenishment Grant - option vest 100% immediately.
- (1) At the close of business on June 23, 2006, the Common Stock of the issuer split 2:1 resulting in the reporting person's acquisition of one additional share of Common Stock for each share owned.
- (7) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (14) 08/07/2006 Replenishment Grant - option vests 100% immediately.
- (5) 09/03/1999 Grant - The option vests 20% annually over a 5 year period beginning on 09/03/2000.
- (6) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.
- (3) This option, previously reported, has been adjusted to reflect a 2:1 stock split that occurred on June 23, 2006.
- (9) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (12) 01/04/2006 Replenishment Grant - option vest 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. 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.