

PRICE T ROWE GROUP INC
Form 4
September 11, 2015

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 *
Wiese Edward A

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)
09/10/2015

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

T. ROWE PRICE GROUP,
INC., 100 E. PRATT STREET

(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 21202

(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	(A) or (D)	Price
Common Stock	09/10/2015		A		125.918	A	\$ 79,589.974 (1)
Common Stock	09/10/2015		M		3,122	A	\$ 0
Common Stock							12,281
Common Stock							76,000.277
						I	Spouse
						I	Wiese EA Family

Common Stock					38,000	I	2012 Trust Wiese RJ Family 2012 Trust
Common Stock					38,000	I	Wiese WS Family 2012 Trust

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 Security (Instr. 3 and 4)	Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Underlying Securities
Stock Options (Right to Buy)	\$ 70.92	09/10/2015		A	10,000	12/09/2016 ⁽²⁾	09/10/2020	Common Stock	10
Stock Options (Right to Buy)	\$ 31.3358	09/10/2015		M	3,122	10/03/2006 ⁽³⁾	10/03/2015	Common Stock	3
Stock Options (Right to Buy)	\$ 44.3716					11/01/2007 ⁽⁵⁾	11/01/2016	Common Stock	10
Stock Options (Right to Buy)	\$ 48.0508					09/06/2008 ⁽⁶⁾	09/06/2017	Common Stock	8
	\$ 54.8329					09/04/2009 ⁽⁷⁾	09/04/2018		7

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Stock Options (Right to Buy)				Common Stock	
Stock Options (Right to Buy)	\$ 26.3885	11/01/2010 ⁽⁸⁾	02/12/2019	Common Stock	1
Stock Options (Right to Buy)	\$ 43.3725	11/01/2010 ⁽⁹⁾	09/10/2019	Common Stock	4
Stock Options (Right to Buy)	\$ 47.6474	11/01/2011 ⁽¹⁰⁾	02/18/2020	Common Stock	6
Stock Options (Right to Buy)	\$ 45.7933	11/01/2011 ⁽¹¹⁾	09/08/2020	Common Stock	6
Stock Options (Right to Buy)	\$ 67.5613	11/01/2012 ⁽¹²⁾	02/17/2021	Common Stock	6
Stock Options (Right to Buy)	\$ 48.56	11/01/2012 ⁽¹³⁾	09/08/2021	Common Stock	6
Stock Options (Right to Buy)	\$ 59.0693	12/10/2013 ⁽¹⁴⁾	02/23/2022	Common Stock	3
Stock Options (Right to Buy)	\$ 60.7984	12/10/2013 ⁽¹⁵⁾	09/06/2022	Common Stock	3
Stock Options (Right to Buy)	\$ 69.6708	12/10/2014 ⁽¹⁶⁾	02/21/2023	Common Stock	3
Stock Options (Right to Buy)	\$ 70.2854	12/10/2014 ⁽¹⁸⁾	09/10/2023	Common Stock	3
	\$ 77.9443	12/10/2015 ⁽¹⁹⁾	02/19/2024		3

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- (12) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (13) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (14) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (15) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (16) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

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

- (17) were adjusted by 2.5% on April 7, 2015, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.

- (18) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (19) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (20) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (21) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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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