

PRICE T ROWE GROUP INC  
Form 4  
December 11, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
HEBB DONALD B JR

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)  
12/10/2012

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

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) or Price (A)		
Common Stock	12/10/2012		M		9,930 A \$ 15.26	19,136	D
Common Stock	12/10/2012		M		3,390 A \$ 20.82	22,526	D
Common Stock	12/10/2012		M		3,015 A \$ 25.64	25,541	D
Common Stock	12/10/2012		M		2,840 A \$ 27.885	28,381	D
Common Stock	12/10/2012		M		2,290 A \$ 27.585	30,671	D

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Common Stock	12/10/2012	M	3,070	A	\$ 15.26	33,741	D	
Common Stock	12/10/2012	M	1,610	A	\$ 20.82	35,351	D	
Common Stock	12/10/2012	M	1,985	A	\$ 25.64	37,336	D	
Common Stock	12/10/2012	M	2,160	A	\$ 27.885	39,496	D	
Common Stock	12/10/2012	M	1,710	A	\$ 27.585	41,206	D	
Common Stock	12/10/2012	S	10,535	D	\$ 64.1213 <u>(1)</u>	30,671	D	
Common Stock						27,225	I	Donald B. Hebb, Jr. BTAB Irrevocable 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 Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 15.26	12/10/2012		M	9,930	04/30/2004 04/30/2013	Common Stock	9,930	
Non-qualified Stock Option (Right to Buy)	\$ 20.82	12/10/2012		M	3,390	10/29/2004 10/29/2013	Common Stock	3,390	

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Stock Options (Right to Buy)	\$ 25.64	12/10/2012	M	3,015	04/30/2005	04/30/2014	Common Stock	3,015
Stock Options (Right to Buy)	\$ 27.885	12/10/2012	M	2,840	10/29/2005	10/29/2014	Common Stock	2,840
Stock Options (Right to Buy)	\$ 27.585	12/10/2012	M	2,290	04/29/2006	04/29/2015	Common Stock	2,290
Non-qualified Stock Option (Right to Buy)	\$ 15.26	12/10/2012	M	3,070	04/30/2004	04/30/2013	Common Stock	3,070
Non-qualified Stock Option (Right to Buy)	\$ 20.82	12/10/2012	M	1,610	10/29/2004	10/29/2013	Common Stock	1,610
Stock Options (Right to Buy)	\$ 25.64	12/10/2012	M	1,985	04/30/2005	04/30/2014	Common Stock	1,985
Stock Options (Right to Buy)	\$ 27.885	12/10/2012	M	2,160	10/29/2005	10/29/2014	Common Stock	2,160
Stock Options (Right to Buy)	\$ 27.585	12/10/2012	M	1,710	04/29/2006	04/29/2015	Common Stock	1,710

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEBB DONALD B JR T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X			

## Signatures

/s/ Power of Attorney, Steven J. Banks, Director of Corporate Services

12/11/2012

\_\_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) The range of prices for this transaction were \$64.11 to \$64.18. Will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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