

PRICE T ROWE GROUP INC
Form 4
August 25, 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 *
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)
08/24/2015

___ 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 | (A) or (D) | Price |
| Common Stock | 08/24/2015 | | A | V | 268.989 | A | \$ 80.2959 (1) |
| Common Stock | 08/24/2015 | | M | | 3,122 | A | \$ 31.3358 |

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

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SEC 1474
(9-02)

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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) | \$ 31.3358 | 08/24/2015 | | M | 3,122 | 10/03/2006 ⁽²⁾ | 10/03/2015 | Common Stock | 3,122 |
| Stock Options (Right to Buy) | \$ 60.7984 | | | | | ⁽⁴⁾ | 09/06/2022 | Common Stock | 6,504 |
| Stock Options (Right to Buy) | \$ 44.3716 | | | | | 11/01/2007 ⁽⁵⁾ | 11/01/2016 | Common Stock | 41,637 |
| Stock Options (Right to Buy) | \$ 48.0508 | | | | | 09/06/2008 ⁽⁶⁾ | 09/06/2017 | Common Stock | 41,637 |
| Stock Options (Right to Buy) | \$ 54.8329 | | | | | 09/04/2009 ⁽⁷⁾ | 09/04/2018 | Common Stock | 36,432 |
| Stock Options (Right to Buy) | \$ 26.3885 | | | | | 11/01/2010 ⁽⁸⁾ | 02/12/2019 | Common Stock | 18,735 |
| Stock Options (Right to Buy) | \$ 43.3725 | | | | | 11/01/2010 ⁽⁹⁾ | 09/10/2019 | Common Stock | 18,736 |
| Stock Options (Right to Buy) | \$ 47.6474 | | | | | 11/01/2011 ⁽¹⁰⁾ | 02/18/2020 | Common Stock | 14,572 |

| | | | | | |
|------------------------------|------------|----------------------------|------------|--------------|--------|
| Stock Options (Right to Buy) | \$ 45.7933 | 11/01/2011 ⁽¹¹⁾ | 09/08/2020 | Common Stock | 14,572 |
| Stock Options (Right to Buy) | \$ 67.5613 | 11/01/2012 ⁽¹²⁾ | 02/17/2021 | Common Stock | 13,011 |
| Stock Options (Right to Buy) | \$ 48.56 | 11/01/2012 ⁽¹³⁾ | 09/08/2021 | Common Stock | 13,011 |
| Stock Options (Right to Buy) | \$ 59.0693 | 12/10/2013 ⁽¹⁴⁾ | 02/23/2022 | Common Stock | 6,504 |
| Stock Options (Right to Buy) | \$ 69.6708 | 12/10/2014 ⁽¹⁵⁾ | 02/21/2023 | Common Stock | 6,148 |
| Stock Options (Right to Buy) | \$ 70.2854 | 12/10/2014 ⁽¹⁶⁾ | 09/10/2023 | Common Stock | 6,148 |
| Stock Options (Right to Buy) | \$ 77.9443 | 12/10/2015 ⁽¹⁷⁾ | 02/19/2024 | Common Stock | 5,892 |
| Stock Options (Right to Buy) | \$ 78.4418 | 12/10/2015 ⁽¹⁸⁾ | 09/09/2024 | Common Stock | 5,893 |
| Stock Options (Right to Buy) | \$ 80.9492 | 12/09/2016 ⁽¹⁹⁾ | 02/19/2025 | Common Stock | 5,892 |

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

08/25/2015

__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) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/03/2006.

As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 1.56% on December 13, 2012, and by 2.5% on April 7, 2015, the ex-dividend dates, as a result of special dividends that were declared by T. Rowe Price Group, Inc.

- (4) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (5) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (6) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on September 06, 2008.
- (7) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (8) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (9) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (10) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (11) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (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 11/01/2011.
- (14) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (15) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (16) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (17) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (18) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (19) 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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