

MILLER MARY J
Form 4
December 23, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER MARY J

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)

T. ROWE PRICE GROUP,
INC., P.O. BOX 89000

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2009

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/21/2009		M		3,200	A	\$ 30.775 965,811.247
Common Stock	12/21/2009		M		96,800	A	\$ 30.775 1,062,611.247
Common Stock	12/21/2009		M		32,000	A	\$ 50.02 1,094,611.247
Common Stock	12/21/2009		M		53,934	A	\$ 46.19 1,148,545.247
Common Stock	12/21/2009		S		182,734	D	\$ 52.8666 965,811.247

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(4)

Common Stock 12/22/2009 G V 10,000 D \$ 0 955,811.247 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)

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)	\$ 30.775	12/21/2009		M	3,200	12/20/2005 ⁽¹⁾ 12/20/2014	Common Stock 3,200
Stock Options (Right to Buy)	\$ 30.775	12/21/2009		M	96,800	12/20/2005 ⁽¹⁾ 12/20/2014	Common Stock 96,800
Stock Options (Right to Buy)	\$ 50.02	12/21/2009		M	32,000	09/06/2008 ⁽²⁾ 09/06/2017	Common Stock 32,000
Stock Options (Right to Buy)	\$ 46.19	12/21/2009		M	53,934	11/01/2007 ⁽³⁾ 11/01/2016	Common Stock 53,934

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARY J			Vice	

T. ROWE PRICE GROUP, INC.
P.O. BOX 89000
BALTIMORE, MD 21289-0320

President

Signatures

/s/ Mary J.
Miller

12/23/2009

**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) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (2) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on September 06, 2008.
- (3) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (4) The ranges of prices for this transaction were \$52.695 to \$53.215. 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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