

VIETH CHARLES E

Form 4

November 03, 2004

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VIETH CHARLES E

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)  
06/30/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President

BALTIMORE, MD 21202

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

(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	06/30/2004		A	V	157.88	A	\$ 0 <sup>(1)</sup>	340,179.179 D
Common Stock	11/02/2004		S		10,000	D	\$ 55.2477	330,179.179 D
Common Stock	11/02/2004		M		40,800	A	\$ 8.0625	370,979.179 D
Common Stock	11/02/2004		M		11,200	A	\$ 8.0625	382,179.179 D
Common Stock	11/02/2004		F		19,508	D	\$ 54.71	362,671.179 D

# Edgar Filing: VIETH CHARLES E - Form 4

Common Stock 11/03/2004 S 10,000 D \$ 56.61 352,671.179 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to buy)	\$ 54.71	11/02/2004		A	6,012	11/02/2004 11/10/2004 <sup>(2)</sup>	Common Stock
Incentive Stock Option (right to buy)	\$ 8.0625	11/02/2004		M	11,200 <sup>(3)</sup>	11/11/1995 11/11/2004	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.0625	11/02/2004		M	40,800 <sup>(3)</sup>	11/11/1995 11/11/2004	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VIETH CHARLES E 100 E. PRATT STREET BALTIMORE, MD 21202	Vice President

## Signatures

CHARLES E  
VIETH 11/03/2004

\*\*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).
- ESPP - Shares acquired on 6/30/04, 7/09/04, 7/30/04, 8/31/04, 9/30/04, 10/08/04 and 10/29/04 pursuant to the T. Rowe Price Group, Inc.
- (1) Employee Stock Purchase plan. Shares purchased at \$50.4220, \$46.7831, \$46.3867, \$48.9007, \$50.4920, \$51.17 and \$55.6868 per share, respectively.
  - (2) 11/02/2004 - Replenishment Grant - option vest 100% immediately.
  - (3) 11/11/1994 Grant - The option vests 20% annually over a 5 year period beginning on 11/15/1995.

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.