

PRICE T ROWE GROUP INC  
Form 4  
December 29, 2014

**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 \*  
Linehan John D.

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)  
12/26/2014

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

T. ROWE PRICE, 100 EAST 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 Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	12/26/2014		A	V	82.143	A		\$ 79.8775 (1)	141,994.831	D	
Common Stock	12/26/2014		M		79,259	A		\$ 49.2503	221,253.831	D	
Common Stock	12/26/2014		M		9,750	A		\$ 27.0473	231,003.831	D	
Common Stock	12/26/2014		M		123	A		\$ 44.4552	231,126.831	D	
	12/26/2014		M		78,938	A			310,064.831	D	

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Common Stock					\$ 45.4792				
Common Stock	12/26/2014		F	126,590	D	\$ 87.19	183,474.831	D	
Common Stock							47,250	I	2002 Linehan GST Trust

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)	\$ 49.2503	12/26/2014		M	79,259	09/06/2008 <sup>(2)</sup>	09/06/2017	Common Stock	79,259
Stock Options (Right to Buy)	\$ 27.0473	12/26/2014		M	9,750	11/01/2010 <sup>(4)</sup>	02/12/2019	Common Stock	9,750
Stock Options (Right to Buy)	\$ 44.4552	12/26/2014		M	123	11/01/2010 <sup>(5)</sup>	09/10/2019	Common Stock	123
Stock Options (Right to Buy)	\$ 45.4792	12/26/2014		M	78,938	11/01/2007 <sup>(6)</sup>	11/01/2016	Common Stock	78,938

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linehan John D. T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202			Vice President	

## Signatures

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

12/29/2014

\_\_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) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.

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

(4) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(5) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(6) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.

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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