

PRICE T ROWE GROUP INC  
Form 4  
October 31, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Wiese Edward A

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)  
10/28/2016

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

T. ROWE PRICE GROUP,  
INC., 100 E. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 10/28/2016                           |  | M                              | V   | 10,407 A \$ 44.3716   | 159,726.007  | D  |
| Common Stock                    | 10/28/2016                           |  | F                              |   | 8,025 D \$ 64   | 151,701.007  | D  |
| Common Stock                    | 10/28/2016                           |  | A                              | V   | 19.154 A \$ 66.1073 (1)   | 151,720.161  | D  |
| Common Stock                    |                                      |  |                                |   |   | 12,281   | I Spouse                                   |
|                                 |                                      |  |                                |   |   | 76,000.277   | I  |

|                 |  |  |  |  |        |   |  |
|-----------------|--|--|--|--|--------|---|--|
| Common<br>Stock |  |  |  |  |        |   | Wiese<br>EA<br>Family<br>2012<br>Trust |
| Common<br>Stock |  |  |  |  | 38,000 | I | Wiese RJ<br>Family<br>2012<br>Trust    |
| Common<br>Stock |  |  |  |  | 38,000 | I | Wiese<br>WS<br>Family<br>2012<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Share |        |
|---|--|---|---|--------------------------------------|--|--|---|------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                              |        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 44.3716   | 10/28/2016                              |   | M                                    | 10,407   | 11/01/2007 <sup>(2)</sup>                                      | 11/01/2016  | Common<br>Stock                    | 10,407 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Wiese Edward A<br>T. ROWE PRICE GROUP, INC.<br>100 E. PRATT STREET |               |           | Vice<br>President |       |

BALTIMORE, MD 21202

## Signatures

Edward A.

10/31/2016

Wiese

\_\_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) 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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