

PRICE T ROWE GROUP INC

Form 4

December 19, 2016

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 *
BERNARD EDWARD C

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)
12/15/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice COB & 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 or Price		
Common Stock	12/15/2016		M		48,363 A \$ 26.3885	D	
Common Stock	12/15/2016		M		51,921 A \$ 43.3725	D	
Common Stock	12/15/2016		M		49,949 A \$ 47.6474	D	
Common Stock	12/15/2016		M		52,048 A \$ 45.7933	D	
Common Stock	12/15/2016		M		52,048 A \$ 48.56	D	
					895,945.04		

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Common Stock	12/15/2016	F	198,958	D	\$ 76	696,987.04	D
Common Stock	12/16/2016	M	1,803	A	\$ 54.8329	698,790.04	D
Common Stock	12/16/2016	M	3,684	A	\$ 26.3885	702,474.04	D
Common Stock	12/16/2016	M	126	A	\$ 43.3725	702,600.04	D
Common Stock	12/16/2016	M	2,098	A	\$ 47.6474	704,698.04	D
Common Stock	12/16/2016	M	1,479	A	\$ 67.5613	706,177.04	D

Common Stock						77,500	I	2012 Ellen N. Bernard Family Trust
Common Stock						201,963	I	2008 Bernard Family Trust
Common Stock						60,500	I	By Spouse

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

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(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	\$ 26.3885	12/15/2016		M	48,363	11/01/2010 ⁽¹⁾	02/12/2019	Common Stock	48,363

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(Right to Buy)									
Stock Options (Right to Buy)	\$ 43.3725	12/15/2016	M	51,921	11/01/2010 ⁽²⁾	09/10/2019	Common Stock	51,921	
Stock Options (Right to Buy)	\$ 47.6474	12/15/2016	M	49,949	11/01/2011 ⁽³⁾	02/18/2020	Common Stock	49,949	
Stock Options (Right to Buy)	\$ 45.7933	12/15/2016	M	52,048	11/01/2011 ⁽⁴⁾	09/08/2020	Common Stock	52,048	
Stock Options (Right to Buy)	\$ 48.56	12/15/2016	M	52,048	11/01/2012 ⁽⁵⁾	09/08/2021	Common Stock	52,048	
Stock Options (Right to Buy)	\$ 54.8329	12/16/2016	M	1,803	09/04/2009 ⁽⁶⁾	09/04/2018	Common Stock	1,803	
Stock Options (Right to Buy)	\$ 26.3885	12/16/2016	M	3,684	11/01/2010 ⁽¹⁾	02/12/2019	Common Stock	3,684	
Stock Options (Right to Buy)	\$ 43.3725	12/16/2016	M	126	11/01/2010 ⁽²⁾	09/10/2019	Common Stock	126	
Stock Options (Right to Buy)	\$ 47.6474	12/16/2016	M	2,098	11/01/2011 ⁽³⁾	02/18/2020	Common Stock	2,098	
Stock Options (Right to Buy)	\$ 67.5613	12/16/2016	M	1,479	11/01/2012 ⁽⁷⁾	02/17/2021	Common Stock	1,479	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X			

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

Vice COB &
Vice
President

Signatures

/s/ Edward C.
Bernard

12/19/2016

**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) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (2) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (3) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (4) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (5) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (6) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (7) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

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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