Oestreicher David Form 4 September 29, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Stock

(First)

100 E. PRATT STREET

BALTIMORE, MD 21202

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Oestreicher David

Symbol PRICE T ROWE GROUP INC

[TROW]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 09/27/2017

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) below)

Corp Secretary and VP 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) Ta	ble I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficially	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onor Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership

(111311. 3)		(Month/Day/Year)	(Instr.	8)	(111501. 5, -	t and c	,, ,	Owned Following	Direct (D) or Indirect	
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	09/27/2017		A	V	41.017	A	\$ 83.2981 (1)	71,945.7099	D	
Common Stock	09/27/2017		M		4,163	A	\$ 59.0693	76,108.7099	D	
Common Stock	09/27/2017		M		4,163	A	\$ 60.7984	80,271.7099	D	
Common	09/27/2017		F		6,622	D	\$ 88.09	73,649.7099	D	

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

of

(Instr. 4)

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)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 59.0693	09/27/2017		M	4,163	(2)	02/23/2022	Common Stock	4,163
Stock Options (Right to Buy)	\$ 60.7984	09/27/2017		M	4,163	(3)	09/06/2022	Common Stock	4,163

Reporting Owners

	Relationships
Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Oestreicher David

100 E. PRATT STREET Corp Secretary and VP

BALTIMORE, MD 21202

Signatures

/s/ David Oestreicher, Corporate
Secretary

09/29/2017

**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) 02/23/2012 Grant The option vests 20% annually over a 5 year period beginning on 12/10/2013.

Reporting Owners 2

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(3) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

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.