

David Scott B
Form 4
April 29, 2019

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 *
David Scott B

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)

T. ROWE PRICE GROUP, INC., P.O. BOX 89000

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2019

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

(Street)

BALTIMORE, MD 21289-0320

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	04/25/2019		A	V	55.582	A	\$ 97.3956 (1)	48,454.125	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/25/2019		M		1,896	A	\$ 69.6708	50,350.125	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/25/2019		M		3,331	A	\$ 70.2854	53,681.125	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/25/2019		M		13,324	A	\$ 77.9443	67,005.125	D	Indirect Beneficial Ownership (Instr. 4)
	04/25/2019		M		13,324	A		80,329.125	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock					\$ 78.4418		
Common Stock	04/25/2019		M	9,993	A	\$ 80.9492	90,322.125 D
Common Stock	04/25/2019		M	3,250	A	\$ 70.92	93,572.125 D
Common Stock	04/25/2019		S	45,118	D	\$ 107.882 (2)	48,454.125 D
Common Stock	04/25/2019		M	1,434	A	\$ 69.6708	49,888.125 D
Common Stock	04/25/2019		F	927	D	\$ 107.66	48,961.125 D

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 80.9492	04/25/2019		M	9,993	(3) 02/19/2025	Common Stock	9,993
Stock Options (Right to Buy)	\$ 78.4418	04/25/2019		M	13,324	(4) 09/09/2024	Common Stock	13,324
Stock Options (Right to Buy)	\$ 77.9443	04/25/2019		M	13,324	(5) 02/19/2024	Common Stock	13,324

Stock Options (Right to Buy)	\$ 70.92	04/25/2019	M	3,250	<u>(6)</u>	09/10/2025	Common Stock	3,250
Stock Options (Right to Buy)	\$ 70.2854	04/25/2019	M	3,331	<u>(7)</u>	09/10/2023	Common Stock	3,331
Stock Options (Right to Buy)	\$ 69.6708	04/25/2019	M	1,896	<u>(8)</u>	02/21/2023	Common Stock	1,896
Stock Options (Right to Buy)	\$ 69.6708	04/25/2019	M	1,434	<u>(8)</u>	02/21/2023	Common Stock	1,434

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
David Scott B T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			Vice President	

Signatures

Virginia G. Connolly, as attorney in fact for David Scott B

04/29/2019

__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) The range of prices for this transaction were \$107.63 to \$108.16. Will provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.

(4) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(5) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(6) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(7) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(8) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

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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