

PRICE T ROWE GROUP INC

Form 4

September 22, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROTEAU JOSEPH P**

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)  
**100 E. PRATT STREET**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/21/2005**

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

**BALTIMORE, MD 21202**

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|----------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                |
| Common<br>Stock                       | 08/31/2005                              |                                                             | A                                    | V                                                                       | 15.658                                                                                                             | A                                                                       | \$<br>62.5879<br>(1)                                              | 79,445.314 D   |
| Common<br>Stock                       | 09/21/2005                              |                                                             | M                                    |                                                                         | 800                                                                                                                | A                                                                       | \$ 25.7                                                           | 80,245.314 D   |
| Common<br>Stock                       | 09/21/2005                              |                                                             | M                                    |                                                                         | 700                                                                                                                | A                                                                       | \$ 25.7                                                           | 80,945.314 D   |
| Common<br>Stock                       | 09/21/2005                              |                                                             | F                                    |                                                                         | 762                                                                                                                | D                                                                       | \$ 62.04                                                          | 80,183.314 D   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 58,875                                                            | I By<br>Spouse |

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

**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)

**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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>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<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 25.7                                                            | 09/21/2005                              |                                                             | M                                    |                                                                                                                    | 800                                                            |     | 09/21/2002 <sup>(2)</sup>                                      | 09/21/2011         | Common<br>Stock |                                        |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.7                                                            | 09/21/2005                              |                                                             | M                                    |                                                                                                                    | 700                                                            |     | 09/21/2002 <sup>(2)</sup>                                      | 09/21/2011         | Common<br>Stock |                                        |
| Stock Options<br>(Right to buy)                     | \$ 62.04                                                           | 09/21/2005                              |                                                             | A                                    |                                                                                                                    | 289                                                            |     | 09/21/2005 <sup>(3)</sup>                                      | 09/21/2011         | Common<br>Stock |                                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                      |
|----------------------------------------------------------------|------------------------------------|
|                                                                | Director 10% Owner Officer Other   |
| CROTEAU JOSEPH P<br>100 E. PRATT STREET<br>BALTIMORE, MD 21202 | Vice<br>President and<br>Treasurer |

## Signatures

JOSEPH PAUL  
CROTEAU  
09/22/2005  
Date

\*\*Signature of Reporting  
Person

## 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).

(2) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.

(1) ESPP - Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan.

(3) 09/21/2005 - Replenishment Grant - option vests 100% immediately.

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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