PRICE T ROWE GROUP INC
Form 4
December 17, 2013

FORM 4

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

OMB APPROVAL
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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 *
ROGERS BRIAN C

(Last) (First) (Middle)

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

(Street)

BALTIMORE, MD 21289-0320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRICE T ROWE GROUP INC [TROW]

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
COB, CIO & Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2013		M		1,760	A	$ 0	2,125,508	D	
Common Stock	12/13/2013		M		102	A	$ 0	2,125,610	D	
Common Stock	12/13/2013		M		1,990	A	$ 0	2,127,600	D	
Common Stock								150,000	I	2012 Rogers Family Trust

Common Stock	200,000	I	Spouse

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

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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. 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 (Right to Buy)	$ 56.2017	12/13/2013		M			1,760	09/04/2009[(1)]	09/04/2018	Common Stock	1,760
Stock Options (Right to Buy)	$ 27.0473	12/13/2013		M			102	11/01/2010[(2)]	02/12/2019	Common Stock	102
Stock Options (Right to Buy)	$ 49.2503	12/13/2013		M			1,990	09/06/2008[(4)]	09/06/2017	Common Stock	1,990

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS BRIAN C T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X		COB, CIO & Vice President	

Signatures

/s/ Brian c. Rogers	12/16/2013
**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) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.

(2) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(3) As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 1.56% on December 13, 2012, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.

(4) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on September 06, 2008.

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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