

PRICE T ROWE GROUP INC

Form 4

April 27, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITEMORE ANNE M

(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)
04/23/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	04/23/2015		A	(1) 125.198	\$ 82.07	11,984.71	D

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 37.1957 (2)					(3)	04/27/2019	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 47.9067 (2)					(4)	10/28/2019	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 54.2853 (2)					(5)	04/28/2020	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 52.2584 (2)					(6)	10/27/2020	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 62.3835 (2)					(7)	04/27/2021	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 54.3141 (2)					(8)	10/28/2021	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 62.3258 (2)					(9)	10/31/2022	Common Stock	4,163	
Stock Options (Right to Buy)	\$ 31.4703 (2)					10/31/2006(10)	10/31/2015	Common Stock	4,163	

Stock Options \$ 39.3187 (Right to <u>(2)</u> Buy)	05/01/2007	05/01/2016	Common Stock	4,163
Stock Options \$ 44.9864 (Right to <u>(2)</u> Buy)	10/30/2007	10/30/2016	Common Stock	4,163
Stock Options \$ 47.7242 (Right to <u>(2)</u> Buy)	04/30/2008	04/30/2017	Common Stock	4,163
Stock Options \$ 59.2806 (Right to <u>(2)</u> Buy)	10/26/2008	10/26/2017	Common Stock	4,163
Stock Options \$ 57.1768 (Right to <u>(2)</u> Buy)	04/29/2009	04/29/2018	Common Stock	4,163
Stock Options \$ 36.0813 (Right to <u>(2)</u> Buy)	10/29/2009	10/29/2018	Common Stock	4,163
Stock Options \$ 60.7408 (Right to <u>(2)</u> Buy)	04/27/2013 ⁽¹¹⁾	04/27/2022	Common Stock	4,163

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITEMORE ANNE M T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X			

Signatures

/s/ Power of Attorney, Steven J. Banks, Director of Corporate Services

04/27/2015

 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) Credited as fully-vested dividend equivalents pursuant to the T. Rowe Price Group Inc. 2007 Non-Employee Director Equity Plan with respect to special dividend declared by the issuer on its Common Stock.
- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options
- (2) were adjusted by 1.56% on December 13, 2012, and by 2.5% on April 7, 2015, the ex-dividend dates, as a result of special dividends that were declared by T. Rowe Price Group, Inc.
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this Restricted Stock Award was issued at \$38.72 per share, the closing price of TROW shares on April 27, 2009. The forfeiture provisions of the this award will lapse upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (3)
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$49.87 per share, the closing price of TROW shares on October 28, 2009. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (4)
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$56.51 per share, the closing price of TROW shares on April 28, 2010. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (5)
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$54.40 per share, the closing price of TROW shares on October 27, 2010. The forfeiture provisions of this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (6)
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$64.94 per share, the closing price of TROW shares on April 27, 2011. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (7)
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$56.54 per share, the closing price of TROW shares on October 28, 2011. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (8)
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$64.88 per share, the closing price of TROW shares on October 31, 2012. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (9)
- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options
- (10) 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.
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$63.23 per share, the closing price of TROW shares on April 27, 2012. The forfeiture provisions of the this award will vest upon the earliest of the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (11)

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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