

PRICE T ROWE GROUP INC  
 Form 4  
 November 02, 2004

**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 \*  
**WHITTEMORE ANNE M**

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)  
**10/29/2004**

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

**BALTIMORE, MD 21202**  
 (City) (State) (Zip)

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

**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)	Price
Common Stock	10/29/2004		M			1,000	A	\$ 14.25	3,361	D	
Common Stock	10/29/2004		M			7,000	A	\$ 14.25	10,361	D	
Common Stock	10/29/2004		S			7,000	D	\$ 55.7347	3,361	D	
Common Stock	10/29/2004		M			8,000	A	\$ 19.875	11,361	D	
Common Stock	10/29/2004		S			8,000	D	\$ 55.7347	3,361	D	

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 55.77	10/29/2004		A	2,500	10/29/2005	10/29/2014			Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.25	10/29/2004		M		04/25/1997	04/25/2006			Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.25	10/29/2004		M		04/25/1997	04/25/2006			Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.875	10/29/2004		M		04/24/1998	04/24/2007			Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITTEMORE ANNE M 100 E. PRATT STREET BALTIMORE, MD 21202		X		

## Signatures

GEORGE A. ROCHE, BY POWER OF ATTORNEY

11/02/2004

\_\_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).

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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