

OMELIA WAYNE D

Form 4

December 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 *

OMELIA WAYNE D

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)

12/20/2005

____ Director

____X____ Officer (give title below)

____ 10% Owner

____ Other (specify below)

Vice President

BALTIMORE, MD 21202

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 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	11/30/2005		A	V 58.352 A \$ 0 ⁽¹⁾	157,192.046	D	
Common Stock	12/20/2005		M	6,200 A \$ 18	163,392.046	D	
Common Stock	12/20/2005		M	25,800 A \$ 18	189,192.046	D	
Common Stock	12/20/2005		F	16,537 D \$ 72.35	172,655.046	D	
Common Stock					2,000	I	by Daughter

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Common Stock	2,000	I	by Daughter 2
Common Stock	10,000	I	by Spouse

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 (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 18	12/20/2005		M			6,200	11/20/1997 ⁽²⁾	11/18/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18	12/20/2005		M			25,800	11/20/1997 ⁽²⁾	11/18/2006	Common Stock
Stock Options (Right to buy)	\$ 72.35	12/20/2005		A			6,418	12/20/2005 ⁽³⁾	11/18/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMELIA WAYNE D 100 E. PRATT STREET BALTIMORE, MD 21202			Vice President	

Signatures

WAYNE D
O'MELIA 12/22/2005

**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).
- (2) 11/18/1996 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1997.
- (1) ESPP - Shares acquired on 10/07/2005, 10/31/2005, and 11/30/2005 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares purchased at \$63.8400, \$65.6668 and \$72.4236 per share, respectively.
- (3) 12/20/2005 Replenishment Grant - option vest 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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