ROCHE GEORGE A

Form 4

February 22, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** ROCHE GEORGE A | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|------------|----------|--|--|--|--|--|
| | | | PRICE T ROWE GROUP INC [TROW] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | _X_ Director 10% Owner | | | |
| 100 E. PRATT STREET | | | (Month/Day/Year) 02/21/2006 | X Officer (give title Other (specify below) COB & President | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| BALTIMORE, | , MD 21202 | | Filed(Month/Day/Year) | 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. Transacti Code (Instr. 8) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) | | |
| Common Stock | | | | | | | 1,687,066 | D | | |
| Common Stock | | | | | | | 400,000 | I | by Spouse | |
| Common Stock | | | | | | | 200,000 | I | by Trust - Daughter 1 | |
| Common Stock | | | | | | | 200,000 | I | by Trust - Daughter 2 | |
| | 02/21/2006 | | S | 51,618 | D | | 0 | I | | |

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Common By: Stock 75.5166 ROCHE 11 LLC

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title and | d 8. Pı | rice of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|--------------|-------------|----------------|---------|---------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amount of | f Deri | vative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlying | g Secu | ırity | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securities | (Inst | tr. 5) | Bene |
| | Derivative | | • | | Securities | | | (Instr. 3 an | id 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | A m | ount | | |
| | | | | | | | | | ount | | |
| | | | | | | Date | Expiration | Or T:41- No | | | |
| | | | | | | Exercisable | Date | | nber | | |
| | | | | ~ | | | | of | | | |
| | | | | Code V | (A) (D) | | | Shai | res | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------------|---------------|-----------|-----------------|-------|--|--|--|
| ·F··· | Director | 10% Owner | Officer | Other | | | |
| ROCHE GEORGE A 100 E. PRATT STREET | X | | COB & President | | | | |
| BALTIMORE, MD 21202 | | | | | | | |

Signatures

GEORGE A 02/22/2006 **ROCHE** **Signature of Date 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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