

PRICE T ROWE GROUP INC

Form 4

March 29, 2006

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 *
ROCHE GEORGE A

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)

BALTIMORE, MD 21202

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2006

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

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

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				(A) or (D)	Price		
			Code	V	Amount		
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
	03/27/2006		M		34,000	A	\$ 30.75
					34,000	I	

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Common Stock									By: ROCHE III LLC
Common Stock	03/27/2006		M	41,900	A	\$ 35.75	75,900	I	By: ROCHE III LLC
Common Stock	03/27/2006		S	75,900	D	\$ 75.0231	0	I	By: ROCHE III LLC
Common Stock	03/28/2006		M	12,500	A	\$ 30.75	12,500	I	By: ROCHE III LLC
Common Stock	03/28/2006		M	47,500	A	\$ 39	60,000	I	By: ROCHE III LLC
Common Stock	03/28/2006		S	60,000	D	\$ 74.4755	0	I	By: ROCHE III LLC

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

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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)

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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 30.75	03/27/2006		G	V		46,500	09/03/2000 ⁽¹⁾	09/03/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.75	03/27/2006		G	V		41,900	12/21/1999 ⁽²⁾	12/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 39	03/27/2006		G	V		47,500	11/20/2001 ⁽³⁾	11/20/2010	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 30.75	03/27/2006	G	V	46,500	09/03/2000 ⁽¹⁾	09/03/2009	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 30.75	03/27/2006	M		34,000	09/03/2000 ⁽¹⁾	09/03/2009	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 35.75	03/27/2006	G	V	41,900	12/21/1999 ⁽²⁾	12/21/2008	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 35.75	03/27/2006	M		41,900	12/21/1999 ⁽²⁾	12/21/2008	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 39	03/27/2006	G	V	47,500	11/20/2001 ⁽³⁾	11/20/2010	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 30.75	03/28/2006	M		12,500	09/03/2000 ⁽¹⁾	09/03/2009	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 39	03/28/2006	M		47,500	11/20/2001 ⁽³⁾	11/20/2010	Comm Stock

Reporting Owners

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

Signatures

GEORGE A
ROCHE

03/29/2006

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).
- (4) The options were transferred to the George A. Roche III LLC which is owned by grantor trust established by the reporting person.
- (3) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (1) 09/03/1999 Grant - The option vests 20% annually over a 5 year period beginning on 09/03/2000.

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(2) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.

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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