

PRICE T ROWE GROUP INC  
Form 4  
April 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ROGERS BRIAN C

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)  
04/04/2006

Director  10% Owner  
 Officer (give title below)  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)  
 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 (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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/04/2006		M	18,352 A \$ 49.04	940,263	D	
Common Stock	04/04/2006		M	16,891 A \$ 53.28	957,154	D	
Common Stock	04/04/2006		M	13,350 A \$ 60.67	970,504	D	
Common Stock	04/04/2006		M	13,024 A \$ 61.64	983,528	D	
Common Stock	04/04/2006		F	50,469 D \$ 81.84	933,059	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)
Non-Qualified Stock Option (right to buy)	\$ 49.04	04/04/2006		M	18,352	08/24/2004 <sup>(1)</sup> 11/18/2006	Common Stock
Stock Options (Right to buy)	\$ 53.28	04/04/2006		M	16,891	02/11/2004 <sup>(2)</sup> 11/18/2006	Common Stock
Stock Options (Right to buy)	\$ 60.67	04/04/2006		M	13,350	12/06/2004 <sup>(3)</sup> 11/18/2006	Common Stock
Stock Options (Right to buy)	\$ 61.64	04/04/2006		M	13,024	03/21/2005 <sup>(4)</sup> 11/18/2006	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS BRIAN C 100 E. PRATT STREET BALTIMORE, MD 21202	X		Vice President	

## Signatures

BRIAN C  
ROGERS 04/05/2006

\*\*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).

(1) 08/24/2004 Replenishment Grant - Option vest 100% immediately.

(4) 03/21/2005 Replenishment Grant - option vest 100% immediately.

(3) 12/6/2004 - Replenishment Grant - option vest 100% immediately.

(2) 02/11/2004 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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