## Edgar Filing: PRICE T ROWE GROUP INC - Form 4

PRICE T ROWE GROUP INC Form 4 March 26, 2007 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).								OMB Number: Expires: Estimated a burden hou response	0		
(Print or Type Responses)											
J			2. issuer raune und riener of ridding					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 100 E. PRA	(Month/			ate of Earliest Transaction nth/Day/Year) 23/2007				Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
			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) (Z	Zip)	Table I - N	on-D	erivative Se	curiti	es Acqu	iired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		2A. Deemed Execution Dat any (Month/Day/Y	Code	. 8)	4. Securitie n(A) or Disp (Instr. 3, 4 a Amount	osed c		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	02/28/2007		А		123.088	A	<b>\$ 0</b> (1)	408,862.62	D		
Common Stock								4,000	Ι	by Daughter	
Common Stock	03/23/2007		S		4,000	D	\$ 48.8	0	I	by Daughter 2	
Common Stock								20,000	Ι	by Spouse	

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

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Persons who respond to the collection of information contained in this form are not 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	;	Date	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of		(Insu
			Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Addre	Relationships								
	Director	10% Owner	Officer	Other					
OMELIA WAYNE D 100 E. PRATT STREET BALTIMORE, MD 21202			Vice President						
Signatures									
WAYNE D	02/26/2007								

O'MELIA <u>\*\*Signature of</u> 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) ESPP Shares acquired on 1/12/2007, 01/31/2007 and 02/28/2007 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Share purchased at \$48.4397, \$47.5444 and \$46.4945 per share.

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.

Reporting Person