### PRICE T ROWE GROUP INC

Form 4 July 05, 2007

# FORM 4

### **OMB APPROVAL**

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

OMB Number: Expires:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response... 0.5

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January 31,

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* KENNEDY JAMES A C

(First)

(Street)

(State)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

PRICE T ROWE GROUP INC

5. Relationship of Reporting Person(s) to Issuer

below)

[TROW]

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

CEO & President

T. ROWE PRICE GROUP, INC., P.O. BOX 89000

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

07/03/2007

(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### BALTIMORE, MD 21289-0320

(City)	(State)	(Zip) Ta	ble I - N	Non-	Derivative	e Secu	rities Acqui	red, 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. Transa Code (Instr.		4. Securition Dispose (Instr. 3, 4)	ed of (	` ′	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	06/30/2007		A	V	385.08	A	\$ 0 (1)	2,373,532.033	D	
Common Stock	07/03/2007		M		75,000	A	\$ 15.6875	2,448,532.033	D	
Common Stock	07/03/2007		F		45,322	D	\$ 53.54	2,403,210.033	D	

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

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

#### 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.6875	07/03/2007		M		75,000	(2)	11/18/2007	Common Stock
Stock Options (Right to buy)	\$ 53.54	07/03/2007		A	21,975		(3)	11/18/2007	Common Stock

CEO & President

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KENNEDY JAMES A C							

X

T. ROWE PRICE GROUP, INC. P.O. BOX 89000

**BALTIMORE, MD 21289-0320** 

# **Signatures**

JAMES A. C KENNEDY 07/05/2007

\*\*Signature of Reporting Date
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).
- (2) 11/18/1997 Grant The option vests 20% annually over a 5 year period beginning on 11/20/1998.
- (3) 07/03/2007 Replenishment Grant option vests 100% immediately.
- ESPP Shares acquired on 02/28/2007, 03/30/2007, 04/09/2007, 04/30/2007, 05/31/2007 and 06/30/2007 pursuant to the T. Rowe Price (1) Group, Inc. Employee Purchase Plan. Shares purchased at \$46.4945, \$47.3102, \$48.5325, \$49.9335, \$51.2402, and \$52.6329 per share, respectively.

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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