

PRICE T ROWE GROUP INC  
Form 4  
April 27, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
MacLellan Robert F.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/23/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

100 EAST PRATT STREET

(Street)

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

BALTIMORE, MD 21202

(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	(D)	Price
Common Stock	04/23/2015		A		109.473	A	\$ 82.07
							4,601.684

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)**

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 62.3835 <u>(2)</u>					<u>(4)</u> 04/27/2021	Common Stock	4,163
Stock Options (Right to Buy)	\$ 54.3141 <u>(2)</u>					<u>(5)</u> 10/28/2021	Common Stock	4,163
Stock Options (Right to Buy)	\$ 62.3258 <u>(2)</u>					<u>(6)</u> 10/31/2022	Common Stock	4,163
Stock Options (Right to Buy)	\$ 69.7391 <u>(3)</u>					<u>(7)</u> 04/29/2023	Common Stock	4,304
Stock Options (Right to Buy)	\$ 76.1588 <u>(2)</u>					<u>(8)</u> 10/29/2023	Common Stock	4,304
Stock Options (Right to Buy)	\$ 79.8077 <u>(3)</u>					<u>(9)</u> 04/29/2024	Common Stock	4,304
Stock Options (Right to Buy)	\$ 77.876 <u>(3)</u>					<u>(10)</u> 10/28/2024	Common Stock	4,304
Stock Options (Right to Buy)	\$ 60.7408 <u>(2)</u>					04/27/2013 <sup>(11)</sup> 04/27/2022	Common Stock	4,163

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacLellan Robert F. 100 EAST PRATT STREET BALTIMORE, MD 21202		X		

## Signatures

/s/ Power of Attorney, Steven J. Banks, Director of Corporate Services

04/27/2015

\_\_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) Credited as fully-vested dividend equivalents pursuant to the T. Rowe Price Group Inc. 2007 Non-Employee Director Equity Plan with respect to special dividend declared by the issuer on its Common Stock.
- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 1.56% on December 13, 2012 and by 2.5% on April 7, 2015, the ex-dividend dates, as a result of a special dividends that were declared by T. Rowe Price Group, Inc.
- (2) As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 2.5% on April 7, 2012, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.
- (3) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$64.94 per share, the closing price of TROW shares on April 27, 2011. The forfeiture provisions of the this award will vest upon the earliest of the following:
- (4) (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$56.54 per share, the closing price of TROW shares on October 28, 2011. The forfeiture provisions of the this award will vest upon the earliest of the following:
- (5) (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$64.88 per share, the closing price of TROW shares on October 31, 2012. The forfeiture provisions of the this award will vest upon the earliest of the following:
- (6) (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$71.48 per share, the closing price of TROW shares on April 29, 2013. The forfeiture provisions of the this award will vest upon the earliest of the following:
- (7) (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$78.06 per share, the closing price of TROW shares on October 29, 2013. The forfeiture provisions of the this award will vest upon the earliest of the following:
- (8) (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.
- (9) Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$81.80 per share, the closing price of TROW shares on April 29, 2014. The forfeiture provisions of the this award will vest upon the earliest of the following:

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(a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.

Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$79.82 per share, the closing price of TROW shares on October 28, 2014. The forfeiture provisions of the this award will vest upon the earliest of the

- (10)** following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.

Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this stock option was issued at \$63.23 per share, the closing price of TROW shares on April 27, 2012. The forfeiture provisions of the this award will vest upon the earliest of the following:

- (11)** (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.

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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