

PRICE T ROWE GROUP INC  
Form 4  
September 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Alderson Christopher D

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)  
09/09/2015

\_\_\_\_ 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	09/09/2015		A		6,000 <sup>(1)</sup>	A	\$ 0
Common Stock	09/10/2015		A	V	153.898	A	\$ 79,4893
Common Stock							262,000
						I	Spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

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)	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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to Buy)	\$ 70.92	09/10/2015		A	20,000	12/09/2016 <sup>(3)</sup> 09/10/2025	Common Stock	20,000
Stock Options (Right to Buy)	\$ 44.3716					11/01/2007 <sup>(4)</sup> 11/01/2016	Common Stock	76,780
Stock Options (Right to Buy)	\$ 48.0508					09/06/2008 <sup>(6)</sup> 09/06/2017	Common Stock	72,860
Stock Options (Right to Buy)	\$ 54.8329					09/04/2009 <sup>(7)</sup> 09/04/2018	Common Stock	83,270
Stock Options (Right to Buy)	\$ 26.3885					11/01/2010 <sup>(8)</sup> 02/12/2019	Common Stock	49,960
Stock Options (Right to Buy)	\$ 43.3725					11/01/2010 <sup>(9)</sup> 09/10/2019	Common Stock	49,960
Stock Options (Right to Buy)	\$ 47.6474					11/01/2011 <sup>(10)</sup> 02/18/2020	Common Stock	41,630
Stock Options (Right to Buy)	\$ 45.7933					11/01/2011 <sup>(11)</sup> 09/08/2020	Common Stock	41,630

Buy)

Stock

Options  
(Right to  
Buy)

\$ 67.5613

11/01/2012<sup>(12)</sup> 02/17/2021Common  
Stock

40,92

Stock

Options  
(Right to  
Buy)

\$ 48.56

11/01/2012<sup>(13)</sup> 09/08/2021Common  
Stock

41,63

Stock

Options  
(Right to  
Buy)

\$ 59.0693

12/10/2013<sup>(14)</sup> 02/23/2022Common  
Stock

20,81

Stock

Options  
(Right to  
Buy)

\$ 60.7984

12/10/2013<sup>(15)</sup> 09/06/2022Common  
Stock

20,81

Stock

Options  
(Right to  
Buy)

\$ 69.6708

12/10/2014<sup>(16)</sup> 02/21/2023Common  
Stock

20,49

Stock

Options  
(Right to  
Buy)

\$ 70.2854

12/10/2014<sup>(18)</sup> 09/10/2023Common  
Stock

20,49

Stock

Options  
(Right to  
Buy)

\$ 77.9443

12/10/2015<sup>(19)</sup> 02/19/2024Common  
Stock

20,49

Stock

Options  
(Right to  
Buy)

\$ 78.4418

12/10/2015<sup>(20)</sup> 09/09/2024Common  
Stock

20,49

Stock

Options  
(Right to  
Buy)

\$ 80.9492

12/09/2016<sup>(21)</sup> 02/19/2025Common  
Stock

20,49

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alderson Christopher D 100 E. PRATT STREET			Vice President	

BALTIMORE, MD 21202

## Signatures

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

09/11/2015

\_\_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) On September 09, 2015, the Executive Compensation Committee certified that the performance threshold on certain performance-based restricted stock awards were met. The awards are settled in shares of common stock upon vesting. The awards vest in five equal annual installments beginning on December 10, 2015.

(2) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

(3) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

(4) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.

(5) 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 special dividends that were declared by T. Rowe Price Group, Inc.

(6) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.

(7) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.

(8) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(9) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(10) 2/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(11) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(12) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

(13) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

(14) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(15) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(16) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(17) 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, 2015, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.

(18) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(19) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(20) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(21) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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.