PRICE T ROWE GROUP INC

Form 4

January 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WIJNBERG SANDRA S			Symb	CE T ROWE GROUP INC	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last) 100 E. PRA		(Mont	te of Earliest Transaction th/Day/Year) 9/2016	_X_ Director Officer (give ti below)	Other (specify below)			
		(Street)		Amendment, Date Original Month/Day/Year)	Applicable Line) _X_ Form filed by Or	nt/Group Filing(Check ne Reporting Person ore than One Reporting			
	(City)	(State) (State)	(Zip)	Tabla I Non Donivativa Saguritic	Person				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A) or	f (D) Securities Beneficially Owned Following	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
	Common Stock	12/29/2016		A $\frac{31.096}{(1)}$ A $\frac{\$}{7}$	\$ 4,381.096	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
WIJNBERG SANDRA S 100 E. PRATT STREET BALTIMORE, MD 21202	X					

Signatures

/s/ Power of Attorney, Kenneth V. Moreland, Chief Financial Officer

01/03/2017

**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 dividend declared by the issuer on it's Common Stock.

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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