

Oestreicher David
Form 4
July 27, 2017

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 *
Oestreicher David

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)
07/25/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp Secretary and VP

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 | 07/25/2017 | | M | | 1,803 | A | \$ 54.8329 |
| Common Stock | 07/25/2017 | | A | V | 196.135 | A | \$ 71.1814 (1) |
| Common Stock | 07/25/2017 | | M | | 784 | A | \$ 43.3725 |
| Common Stock | 07/25/2017 | | M | | 2,081 | A | \$ 47.6474 |
| Common Stock | 07/25/2017 | | M | | 8,000 | A | \$ 45.7933 |

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Common Stock 07/25/2017 F 8,441 D \$ 83.83 71,904.6929 D

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 54.8329 | 07/25/2017 | | M | 1,803 | ⁽²⁾ 09/04/2018 | Common Stock | 1,803 |
| Stock Options (Right to Buy) | \$ 43.3725 | 07/25/2017 | | M | 784 | ⁽³⁾ 09/10/2019 | Common Stock | 784 |
| Stock Options (Right to Buy) | \$ 47.6474 | 07/25/2017 | | M | 2,081 | ⁽⁴⁾ 02/18/2020 | Common Stock | 2,081 |
| Stock Options (Right to Buy) | \$ 45.7933 | 07/25/2017 | | M | 8,000 | ⁽⁵⁾ 09/08/2020 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| | | | | Corp Secretary and VP |

Oestreicher David
100 E. PRATT STREET
BALTIMORE, MD 21202

Signatures

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

07/27/2017

__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) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (3) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (4) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (5) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

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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