

MORELAND KENNETH V

Form 4

November 22, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORELAND KENNETH V

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CFO & Vice President

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BALTIMORE, MD 21289-0320

(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	11/21/2017		A	V	12.497	A	\$ 93.3568 <u>(1)</u>	125,264.445	D
Common Stock	11/21/2017		M		3,689	A	\$ 69.6708	128,953.445	D
Common Stock	11/21/2017		M		3,688	A	\$ 70.2854	132,641.445	D
Common Stock	11/21/2017		M		1,178	A	\$ 80.9492	133,819.445	D
	11/21/2017		M		1,150	A	\$ 70.92	134,969.445	D

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Common
Stock

Common Stock	11/21/2017	M	2,357	A	\$ 77.9443	137,326.445	D
Common Stock	11/21/2017	M	2,357	A	\$ 78.4418	139,683.445	D
Common Stock	11/21/2017	S	14,419	D	\$ 97.067	125,264.445	D

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 69.6708	11/21/2017		M	3,689	12/10/2014 ⁽²⁾ 02/21/2023	Common Stock 3,689
Stock Options (Right to Buy)	\$ 70.2854	11/21/2017		M	3,688	12/10/2014 ⁽³⁾ 09/10/2023	Common Stock 3,688
Stock Options (Right to Buy)	\$ 80.9492	11/21/2017		M	1,178	12/09/2016 ⁽⁴⁾ 02/19/2025	Common Stock 1,178
Stock Options (Right to Buy)	\$ 70.92	11/21/2017		M	1,150	12/09/2016 ⁽⁵⁾ 09/10/2025	Common Stock 1,150

Stock Options (Right to Buy)	\$ 77.9443	11/21/2017	M	2,357	12/10/2015 ⁽⁶⁾	02/19/2024	Common Stock	2,357
Stock Options (Right to Buy)	\$ 78.4418	11/21/2017	M	2,357	12/10/2015 ⁽⁷⁾	09/09/2024	Common Stock	2,357

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORELAND KENNETH V T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			CFO & Vice President	

Signatures

/s/ Power of Attorney Joan E. Flister, Assistant Corporate Secretary 11/22/2017

__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) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (3) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (4) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (5) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (6) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (7) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

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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