

KENNEDY JAMES A C  
Form 4  
December 18, 2008

**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 \*  
KENNEDY JAMES A C

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)  
12/16/2008

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

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 12/16/2008                           |  | M                              | 4,600 A \$ 21.725   | 1,238,468.155   | D  |  |
| Common Stock                    | 12/16/2008                           |  | M                              | 95,000 A \$ 17.875  | 95,000  | I  | James A.C. Kennedy LLC                     |
| Common Stock                    | 12/16/2008                           |  | S                              | 95,000 D \$ 33.0589   | 0   | I  | James A.C. Kennedy LLC                     |
|                                 | 12/17/2008                           |  | M                              | 69,400 A \$ 17.875  | 69,400  | I  |  |

|                 |  |  |  |  |           |   |  |
|-----------------|--|--|--|--|-----------|---|--|
| Common<br>Stock |  |  |  |  |           |   | James<br>A.C.<br>Kennedy<br>LLC  |
| Common<br>Stock |  |  |  |  | 1,196,721 | I | 2008<br>Kennedy<br>Grantor<br>Retained<br>Annuity<br>Trust III<br><u>(2)</u> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                               |        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 21.725  | 12/16/2008                              |   | M                                    | 4,600  | 12/11/2004 <sup>(3)</sup>                                      | 12/11/2013  | Common<br>Stock                     | 4,600  |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 17.875  | 12/16/2008                              |   | M                                    | 95,000   | 12/21/1999 <sup>(4)</sup>                                      | 12/21/2008  | Common<br>Stock                     | 95,000 |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 17.875  | 12/17/2008                              |   | M                                    | 69,400   | 12/21/1999 <sup>(4)</sup>                                      | 12/21/2008  | Common<br>Stock                     | 69,400 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

KENNEDY JAMES A C  
T. ROWE PRICE GROUP, INC.  
P.O. BOX 89000  
BALTIMORE, MD 21289-0320

X

CEO & President

## Signatures

/s/ James A.C.  
Kennedy                                      12/18/2008

\_\_Signature of Reporting                      Date  
Person

## 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) The range of prices for this transaction were \$33.0081 to \$33.2573. Will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) These shares were previously reported as directly owned, but were transferred to the 2008 Kennedy Grantor Retained Annuity Trust III, on 11/21/2008.
- (3) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (4) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.

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.