

PRICE T ROWE GROUP INC
Form 4
December 11, 2012

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 *
HEBB DONALD B JR

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)
12/10/2012

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

(Street)

BALTIMORE, MD 21289-0320

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/10/2012		M	9,930	A \$ 15.26	19,136	D
Common Stock	12/10/2012		M	3,390	A \$ 20.82	22,526	D
Common Stock	12/10/2012		M	3,015	A \$ 25.64	25,541	D
Common Stock	12/10/2012		M	2,840	A \$ 27.885	28,381	D
Common Stock	12/10/2012		M	2,290	A \$ 27.585	30,671	D

Edgar Filing: PRICE T ROWE GROUP INC - Form 4

Common Stock	12/10/2012	M	3,070	A	\$ 15.26	33,741	D	
Common Stock	12/10/2012	M	1,610	A	\$ 20.82	35,351	D	
Common Stock	12/10/2012	M	1,985	A	\$ 25.64	37,336	D	
Common Stock	12/10/2012	M	2,160	A	\$ 27.885	39,496	D	
Common Stock	12/10/2012	M	1,710	A	\$ 27.585	41,206	D	
Common Stock	12/10/2012	S	10,535	D	\$ 64.1213 <u>(1)</u>	30,671	D	
Common Stock						27,225	I	Donald B. Hebb, Jr. BTAB Irrevocable Trust

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 displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 15.26	12/10/2012		M	9,930	04/30/2004 04/30/2013	Common Stock	9,930	
Non-qualified Stock Option (Right to Buy)	\$ 20.82	12/10/2012		M	3,390	10/29/2004 10/29/2013	Common Stock	3,390	

Edgar Filing: PRICE T ROWE GROUP INC - Form 4

Stock Options (Right to Buy)	\$ 25.64	12/10/2012	M	3,015	04/30/2005	04/30/2014	Common Stock	3,015
Stock Options (Right to Buy)	\$ 27.885	12/10/2012	M	2,840	10/29/2005	10/29/2014	Common Stock	2,840
Stock Options (Right to Buy)	\$ 27.585	12/10/2012	M	2,290	04/29/2006	04/29/2015	Common Stock	2,290
Non-qualified Stock Option (Right to Buy)	\$ 15.26	12/10/2012	M	3,070	04/30/2004	04/30/2013	Common Stock	3,070
Non-qualified Stock Option (Right to Buy)	\$ 20.82	12/10/2012	M	1,610	10/29/2004	10/29/2013	Common Stock	1,610
Stock Options (Right to Buy)	\$ 25.64	12/10/2012	M	1,985	04/30/2005	04/30/2014	Common Stock	1,985
Stock Options (Right to Buy)	\$ 27.885	12/10/2012	M	2,160	10/29/2005	10/29/2014	Common Stock	2,160
Stock Options (Right to Buy)	\$ 27.585	12/10/2012	M	1,710	04/29/2006	04/29/2015	Common Stock	1,710

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEBB DONALD B JR T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X			

Signatures

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

12/11/2012

__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) The range of prices for this transaction were \$64.11 to \$64.18. 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.

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.