

KENNEDY JAMES A C
Form 4
March 11, 2013

FORM 4

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

OMB APPROVAL

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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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2013

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

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	03/07/2013		M		27,597 (1)	A	\$ 62.9758 473,142	I	James A.C. Kennedy LLC
Common Stock	03/07/2013		S		27,597	D	\$ 74.6205 445,545	I	James A.C. Kennedy LLC
Common Stock	03/08/2013		A	V	24.409	A	\$ 71.6956 871,018.024 (2)	D	

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Common Stock	03/08/2013	G	V	235,000	A	\$ 0	1,106,018.024	D	
Common Stock	03/08/2013	G	V	235,000	D	\$ 0	478,000	I	2011 Grantor Retained Annuity Trust VI
Common Stock							241,335	I	2010 Kennedy Grantor Retained Annuity Trust
Common Stock							485,119	I	2008 Kennedy Family Trust

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Options (Right to Buy)	\$ 62.9758	03/07/2013		M	27,597 (1)	03/13/2012 ⁽³⁾	12/11/2013	Common Stock	27,597

Reporting Owners

Reporting Owner Name / Address

Relationships

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

03/11/2013

__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).

As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options

- (1) were adjusted by 1.56% on December 13, 2012, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.
- (2) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (3) 03/13/2012 Replenishment Grant - option vests 100% immediately.

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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