

PRICE T ROWE GROUP INC  
Form 3  
January 04, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Robert W. Sharps		(Month/Day/Year)	PRICE T ROWE GROUP INC [TROW]	
(Last)	(First)	(Middle)	01/01/2017	
100 E. PRATT STREET		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
BALTIMORE,Â MDÂ 21202		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	304,009.0301	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy)	09/04/2009 <sup>(1)</sup>	09/04/2018	Common Stock	31,803	\$ 54.8329	D	Â
Stock Options (Right to Buy)	11/01/2010 <sup>(2)</sup>	09/10/2019	Common Stock	25,000	\$ 43.3725	D	Â
Stock Options (Right to Buy)	11/01/2011 <sup>(3)</sup>	02/18/2020	Common Stock	39,539	\$ 47.6474	D	Â
Stock Options (Right to Buy)	11/01/2011 <sup>(4)</sup>	09/08/2020	Common Stock	41,639	\$ 45.7933	D	Â
Stock Options (Right to Buy)	11/01/2012 <sup>(5)</sup>	02/17/2021	Common Stock	41,638	\$ 67.5613	D	Â
Stock Options (Right to Buy)	11/01/2012 <sup>(6)</sup>	09/08/2021	Common Stock	41,639	\$ 48.56	D	Â
Stock Options (Right to Buy)	12/10/2013 <sup>(7)</sup>	02/23/2022	Common Stock	20,818	\$ 59.0693	D	Â
Stock Options (Right to Buy)	12/10/2013 <sup>(8)</sup>	09/06/2022	Common Stock	20,819	\$ 60.7984	D	Â
Stock Options (Right to Buy)	12/10/2014 <sup>(9)</sup>	02/21/2023	Common Stock	20,498	\$ 69.6708	D	Â
Stock Options (Right to Buy)	12/10/2014 <sup>(10)</sup>	09/10/2023	Common Stock	20,499	\$ 70.2854	D	Â
Stock Options (Right to Buy)	12/10/2015 <sup>(11)</sup>	02/19/2024	Common Stock	20,499	\$ 77.9443	D	Â
Stock Options (Right to Buy)	12/10/2015 <sup>(12)</sup>	09/09/2024	Common Stock	20,499	\$ 78.4418	D	Â
Stock Options (Right to Buy)	12/09/2016 <sup>(13)</sup>	02/19/2025	Common Stock	30,748	\$ 80.9492	D	Â
Stock Options (Right to Buy)	12/09/2016 <sup>(14)</sup>	09/10/2025	Common Stock	30,000	\$ 70.92	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robert W. Sharps 100 E. PRATT STREET BALTIMORE, MD 21202	Â	Â	Â Vice President	Â

## Signatures

/s/ Robert W. Sharps  
01/04/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (2) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (3) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (4) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (5) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (6) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (7) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (8) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (9) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (10) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (11) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (12) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (13) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (14) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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.