

Wiese Edward A  
Form 4  
August 29, 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 \*  
Wiese Edward A

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., 100 E. PRATT STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/28/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Vice President

BALTIMORE, MD 21202

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

(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                    | 08/28/2017                           |                                                    | A                              | V                                                                 | 121.586 | A          | \$ 72.3314 <sup>(1)</sup>                                                                     | 154,198.61                                               | D                                                     |
| Common Stock                    | 08/28/2017                           |                                                    | M                              |                                                                   | 1,820   | A          | \$ 48.0508                                                                                    | 156,018.61                                               | D                                                     |
| Common Stock                    | 08/28/2017                           |                                                    | M                              |                                                                   | 6,506   | A          | \$ 48.0508                                                                                    | 162,524.61                                               | D                                                     |
| Common Stock                    | 08/28/2017                           |                                                    | F                              |                                                                   | 5,758   | D          | \$ 84.14                                                                                      | 156,766.61                                               | D                                                     |
|                                 |                                      |                                                    |                                |                                                                   |         |            |                                                                                               | 12,281                                                   | I Spouse                                              |

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Common  
Stock

Common  
Stock

76,000.277 I

Wiese  
EA  
Family  
2012  
Trust

Common  
Stock

38,000 I

Wiese RJ  
Family  
2012  
Trust

Common  
Stock

38,000 I

Wiese  
WS  
Family  
2012  
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.**

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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<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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date Exercisable Expiration<br>Date Date                       | Title Amount<br>or<br>Number<br>of<br>Shares                        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 48.0508                                                         | 08/28/2017                              |                                                             | M                                    | 1,820                                                                                                           | 09/06/2008 <sup>(2)</sup> 09/06/2017                           | Common<br>Stock 1,820                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 48.0508                                                         | 08/28/2017                              |                                                             | M                                    | 6,506                                                                                                           | 09/06/2008 <sup>(2)</sup> 09/06/2017                           | Common<br>Stock 6,506                                               |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                   |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer           | Other |
| Wiese Edward A<br>T. ROWE PRICE GROUP, INC.<br>100 E. PRATT STREET<br>BALTIMORE, MD 21202 |               |           | Vice<br>President |       |

## Signatures

Edward A.  
Wiese 08/29/2017

Signature of Date  
Reporting 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) ESPP - Shares purchased pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

(2) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.

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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