

Alderson Christopher D  
 Form 4  
 February 22, 2019

**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 \*  
 Alderson Christopher D

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)  
 100 E. PRATT STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/20/2019

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

BALTIMORE, MD 21202

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		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	02/20/2019		M		689	A	\$ 70.33	401,164.158	D	
Common Stock	02/20/2019		M		41,639	A	\$ 48.56	442,803.158	D	
Common Stock	02/20/2019		M		20,819	A	\$ 59.0693	463,622.158	D	
Common Stock	02/20/2019		M		20,819	A	\$ 60.7984	484,441.158	D	
Common Stock	02/20/2019		M		20,499	A	\$ 69.6708	504,940.158	D	

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Common					\$		
Stock	02/20/2019	S	104,465	D	96.9444	400,475.158	D
					<u>(1)</u>		

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 70.33	02/20/2019		M	689	11/01/2012 <sup>(2)</sup> 02/17/2021	Common Stock 689
Stock Options (Right to Buy)	\$ 48.56	02/20/2019		M	41,639	11/01/2012 <sup>(3)</sup> 09/08/2021	Common Stock 41,639
Stock Options (Right to Buy)	\$ 59.0693	02/20/2019		M	20,819	12/10/2013 <sup>(4)</sup> 02/23/2022	Common Stock 20,819
Stock Options (Right to Buy)	\$ 60.7984	02/20/2019		M	20,819	12/10/2013 <sup>(5)</sup> 09/06/2022	Common Stock 20,819
Stock Options (Right to Buy)	\$ 69.6708	02/20/2019		M	20,499	12/10/2014 <sup>(6)</sup> 02/21/2023	Common Stock 20,499

