

VIETH CHARLES E

Form 4

November 03, 2004

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 *

VIETH CHARLES E

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)

06/30/2004

____ Director

____X____ 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)

____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)
Common Stock	06/30/2004		A	V 157.88 A	\$ 0 ⁽¹⁾ 340,179.179	D	
Common Stock	11/02/2004		S	10,000 D	\$ 55.2477 330,179.179	D	
Common Stock	11/02/2004		M	40,800 A	\$ 8.0625 370,979.179	D	
Common Stock	11/02/2004		M	11,200 A	\$ 8.0625 382,179.179	D	
Common Stock	11/02/2004		F	19,508 D	\$ 54.71 362,671.179	D	

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Common Stock 11/03/2004 S 10,000 D \$ 56.61 352,671.179 D

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 54.71	11/02/2004		A		6,012		11/02/2004	11/10/2004 ⁽²⁾	Common Stock
Incentive Stock Option (right to buy)	\$ 8.0625	11/02/2004		M		11,200 ⁽³⁾		11/11/1995	11/11/2004	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.0625	11/02/2004		M		40,800 ⁽³⁾		11/11/1995	11/11/2004	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VIETH CHARLES E 100 E. PRATT STREET BALTIMORE, MD 21202	Vice President

Signatures

CHARLES E
VIETH 11/03/2004

**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).

ESPP - Shares acquired on 6/30/04, 7/09/04, 7/30/04, 8/31/04, 9/30/04, 10/08/04 and 10/29/04 pursuant to the T. Rowe Price Group, Inc.

(1) Employee Stock Purchase plan. Shares purchased at \$50.4220, \$46.7831, \$46.3867, \$48.9007, \$50.4920, \$51.17 and \$55.6868 per share, respectively.

(2) 11/02/2004 - Replenishment Grant - option vest 100% immediately.

(3) 11/11/1994 Grant - The option vests 20% annually over a 5 year period beginning on 11/15/1995.

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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