

PRICE T ROWE GROUP INC
Form 4
March 03, 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 *
MORELAND KENNETH V

(Last) (First) (Middle)

T. ROWE PRICE GROUP,
INC., P.O. BOX 89000

(Street)

BALTIMORE, MD 21289-0320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRICE T ROWE GROUP INC
[TROW]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CFO & Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	03/01/2017		A	V	24.48	A	\$ 71.4877 (1)
Common Stock	03/01/2017		M		18,735	A	\$ 26.3885
Common Stock	03/01/2017		M		18,736	A	\$ 43.3725
Common Stock	03/01/2017		M		14,572	A	\$ 47.6474
	03/01/2017		M		14,572	A	
							158,307.657
							172,879.657

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Common Stock					\$	45.7933	
Common Stock	03/01/2017	M	13,011	A	\$ 48.56	185,890.657	D
Common Stock	03/01/2017	F	61,205	D	\$ 72.53	124,685.657	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 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)	\$ 26.3885	03/01/2017		M	18,735	11/01/2010 ⁽²⁾ 02/12/2019	Common Stock 18,735
Stock Options (Right to Buy)	\$ 43.3725	03/01/2017		M	18,736	11/01/2010 ⁽³⁾ 09/10/2019	Common Stock 18,736
Stock Options (Right to Buy)	\$ 47.6474	03/01/2017		M	14,572	11/01/2011 ⁽⁴⁾ 02/18/2020	Common Stock 14,572
Stock Options (Right to Buy)	\$ 45.7933	03/01/2017		M	14,572	11/01/2011 ⁽⁵⁾ 09/08/2020	Common Stock 14,572
Stock Options (Right to Buy)	\$ 48.56	03/01/2017		M	13,011	11/01/2012 ⁽⁶⁾ 09/08/2021	Common Stock 13,011

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORELAND KENNETH V T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			CFO & Vice President	

Signatures

/s/ Kenneth V.
Moreland

03/02/2017

__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).

(1) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

(2) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(3) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(4) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(5) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(6) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

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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