PRICE T ROWE GROUP INC

Form 4

October 31, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHITTEMORE ANNE M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PRICE T ROWE GROUP INC

(Check all applicable)

[TROW]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

(Instr. 8)

X_ Director Officer (give title

10% Owner Other (specify

100 E. PRATT STREET

(Month/Day/Year) 10/30/2006

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

below)

BALTIMORE, MD 21202

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported

(A)

Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

6,722 (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of Deriva Securitie Acquired (A) or Disposed (D) (Instr. 3, and 5)	ative s l	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 15.26						04/30/2004	04/30/2013	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 17.24						04/25/2003	04/25/2012	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 17.41						04/26/2002	04/26/2011	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 18.7188						04/27/2001	04/27/2010	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 19.4375						04/29/2000	04/29/2009	Common Stock	16,0
Non-Qualified Stock Option (right to buy)	\$ 20.82						10/29/2004	10/29/2013	Common Stock	5,0
Stock Options (Right to buy)	\$ 25.64						04/30/2005	04/30/2014	Common Stock	5,0
Stock Options (Right to buy)	\$ 27.585						04/29/2006	04/29/2015	Common Stock	4,0
Stock Options (Right to buy)	\$ 27.885						10/29/2005	10/29/2014	Common Stock	5,0
Stock Options (Right to buy)	\$ 32.76						10/31/2006	10/31/2015	Common Stock	4,0
Stock Options (Right to buy)	\$ 40.93						05/01/2007	05/01/2016	Common Stock	4,0
Stock Options (Right to buy)	\$ 46.83	10/30/2006		A	4,000		10/30/2007	10/30/2016	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
WHITTEMORE ANNE M							
100 E. PRATT STREET	X						
BALTIMORE, MD 21202							

Signatures

GEORGE A. ROCHE, BY POWER OF ATTORNEY

10/31/2006

**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).
- At the close of business on June 23, 2006, the Common Stock of the issuer split 2:1 resulting in the reporting person's acquisition of one additional share of Common Stock for each share owned.
- (2) This option, previously reported, has been adjusted to reflect a 2:1 stock split that occurred on June 23, 2006.

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.

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