#### TAYLOR DWIGHT S

Form 4

September 29, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* TAYLOR DWIGHT S

(First)

2. Issuer Name and Ticker or Trading

Symbol

PRICE T ROWE GROUP INC

3. Date of Earliest Transaction

[TROW]

(Check all applicable)

5. Relationship of Reporting Person(s) to

X\_ Director 10% Owner Officer (give title Other (specify

T. ROWE PRICE GROUP.

09/28/2009 INC., P.O. BOX 89000

(Middle)

(Zip)

(Month/Day/Year)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Transaction(s)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

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

Issuer

below)

BALTIMORE, MD 21289-0320

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) or Amount (D)

(Instr. 3 and 4) Price

Code V

Common 09/28/2009 Stock

33.403 \$0 A A 7,412.997 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: TAYLOR DWIGHT S - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of	e of (Month/Day/Year) (Instr. 8) Derivative				Securities	(Instr. 5)	Bene		
	Derivative				Securities Acquired		(Instr. 3 and 4)	4)	Own	
	Security								Follo	
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	ınt	
								or		
						Date Exercisable	Expiration Date	Title Num	er	
								of		
				Code V	(A) (D)			Shares	S	

# **Reporting Owners**

Relationshi	ne

Reporting Owner Name / Address 10% Officer Other Director

Owner TAYLOR DWIGHT S

X

T. ROWE PRICE GROUP, INC. P.O. BOX 89000 **BALTIMORE, MD 21289-0320** 

### **Signatures**

/s/ Power of Attorney, Barbara A. Van 09/29/2009 Horn

> \*\*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).
- Credited as fully-vested dividend equivalents pursuant to the T. Rowe Price Group Inc. 2007 Non-Employee Director Equity Plan with respect to dividend declared by the issuer on it's Common Stock.

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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