BERNARD EDWARD C

Form 4/A

October 21, 2010

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 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(b).

(City)

Common

Stock

1. Name and Address of Reporting Person * BERNARD EDWARD C

(Last) (First) (Middle)

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

(Street)

(Zip)

BALTIMORE, MD 21289-0320

(State)

03/04/2010

2. Issuer Name and Ticker or Trading

Symbol

PRICE T ROWE GROUP INC [TROW]

3. Date of Earliest Transaction (Month/Day/Year) 03/04/2010

4. If Amendment, Date Original

Filed(Month/Day/Year) 03/10/2010

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

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response... 0.5

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X__ Director 10% Owner Other (specify X_ Officer (give title below) Vice COB & 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

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

\$0

501,519.211

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1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if			ies Acc	•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
									2009
									Edward C.
Camman				52 900					Bernard
Common	03/04/2010		G V	53,800	D	\$0	146,200	I	Grantor
Stock				(1)					Retained
									Annuity
									Trust

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)

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	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BERNARD EDWARD C T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X		Vice COB & Vice President	&			

Signatures

/s/ Edward C.
Bernard 10/21/2010

**Signature of 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) The Form 4 filed on March 10, 2010 inadvertently reported a distribution from the 2009 Edward C. Bernard Grantor Retained Annuity Trust to the reporting person of 50 shares more than were actually distributed.

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.

Reporting Owners 2