PRICE T ROWE GROUP INC

Form 4

November 01, 2011

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

OMB Number:

Expires:

response...

3235-0287 January 31,

2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

OMB APPROVAL

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

5. Relationship of Reporting Person(s) to Issuer

HEBB DONALD B JR

PRICE T ROWE GROUP INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

[TROW]

Symbol

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

10/28/2011

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

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

BALTIMORE, MD 21289-0320

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

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

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

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common Stock

10/28/2011

1,200 A (1)

\$0 29,625

D

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 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)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	te Amou		Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		;		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security			Acquired							Follo
		•				(A) or						Repo
						Disposed						Trans
		of (D)							(Instr			
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date Exercisable	Expiration e Date	Title	or		
										Number		
							Lacicisable			of		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

HEBB DONALD B JR T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320

X

Signatures

/s/ Power of Attorney, James A.C. Kennedy

10/31/2011

**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).

Pursuant to the Amended and Restated 2007 Non-Employee Director Equity Plan, this Restricted Stock Award was issued at \$56.54 per share, the closing price of TROW shares on October 28, 2011. The forfeiture provisions of the this award will lapse upon the earliest of

(1) the following: (a) one year after the date of award, (b) the day immediately prior to the annual meeting of stockholders of the Company at which members of the Board of Directors are to be elected that occurs in the next calendar year following the year in which the date of award occurs, (c) death or (d) immediately before and contingent upon the occurrence of a Change in Control.

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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