

McCormick Andrew C.

Form 3

January 10, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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. Name and Address of Reporting
Person *

McCormick Andrew C.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2019

3. Issuer Name **and** Ticker or Trading Symbol
PRICE T ROWE GROUP INC [TROW]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

100 E. PRATT STREET

(Street)

BALTIMORE, MD 21202

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

43,620.183

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy)	Â <u>(1)</u>	02/12/2019	Common Stock	4,000	\$ 26.3885	D	Â
Stock Options (Right to Buy)	Â <u>(2)</u>	09/10/2019	Common Stock	126	\$ 43.3725	D	Â
Stock Options (Right to Buy)	Â <u>(3)</u>	02/18/2020	Common Stock	63	\$ 47.6474	D	Â
Stock Options (Right to Buy)	Â <u>(4)</u>	09/08/2020	Common Stock	2,118	\$ 45.7933	D	Â
Stock Options (Right to Buy)	Â <u>(5)</u>	02/17/2021	Common Stock	1,479	\$ 67.5613	D	Â
Stock Options (Right to Buy)	Â <u>(6)</u>	02/23/2022	Common Stock	1,561	\$ 59.0693	D	Â
Stock Options (Right to Buy)	Â <u>(7)</u>	09/06/2022	Common Stock	126	\$ 60.7984	D	Â
Stock Options (Right to Buy)	Â <u>(8)</u>	02/21/2023	Common Stock	7,686	\$ 69.6708	D	Â
Stock Options (Right to Buy)	Â <u>(9)</u>	09/10/2023	Common Stock	7,687	\$ 70.2854	D	Â
Stock Options (Right to Buy)	Â <u>(10)</u>	02/19/2024	Common Stock	7,686	\$ 77.9443	D	Â
Stock Options (Right to Buy)	Â <u>(11)</u>	09/09/2024	Common Stock	7,687	\$ 78.4418	D	Â
Stock Options (Right to Buy)	Â <u>(12)</u>	02/19/2025	Common Stock	7,687	\$ 80.9492	D	Â
Stock Options (Right to Buy)	Â <u>(13)</u>	09/10/2025	Common Stock	7,500	\$ 70.92	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCormick Andrew C. 100 E. PRATT STREET BALTIMORE,Â MDÂ 21202	Â	Â	Â Vice President	Â

Signatures

/s/ Andrew C.
McCormick

01/07/2019

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010
- (2) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (3) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (4) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (5) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (6) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (7) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (8) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (9) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (10) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (11) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (12) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (13) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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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