

PRICE T ROWE GROUP INC  
Form 4  
November 04, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol  
PRICE T ROWE GROUP INC  
[TROW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 E. PRATT STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/03/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President

BALTIMORE, MD 21202

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	10/31/2005		A	V	45.029	A	\$ 0 <sup>(1)</sup>	241,866.825	D
Common Stock	11/03/2005		M		16,000	A	\$ 25.7	257,866.825	D
Common Stock	11/03/2005		M		16,000	A	\$ 27.34	273,866.825	D
Common Stock	11/03/2005		M		3,000	A	\$ 31.375	276,866.825	D
Common Stock	11/03/2005		M		47,000	A	\$ 31.375	323,866.825	D

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Common Stock	11/03/2005	F	55,665	D	\$ 67.09	268,201.825	D	
Common Stock						24,000	I	By Spouse

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

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title a Underlyi (Instr. 3 a
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 31.375	11/03/2005		M	3,000	11/20/1998 <sup>(2)</sup> 11/18/2007	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 25.7	11/03/2005		M	16,000	09/21/2002 <sup>(3)</sup> 09/21/2011	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 27.34	11/03/2005		M	16,000	07/30/2003 <sup>(4)</sup> 07/30/2012	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 31.375	11/03/2005		M	47,000	11/20/1998 <sup>(2)</sup> 11/18/2007	Comm Stock
Stock Options (Right to buy)	\$ 67.09	11/03/2005		A	6,129	11/03/2005 <sup>(5)</sup> 09/21/2011	Comm Stock
Stock Options (Right to buy)	\$ 67.09	11/03/2005		A	21,979	11/03/2005 <sup>(5)</sup> 11/18/2007	Comm Stock
Stock Options (Right to buy)	\$ 67.09	11/03/2005		A	6,520	11/03/2005 <sup>(5)</sup> 07/30/2012	Comm Stock

## Reporting Owners

Reporting Owner Name / Address Relationships

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	Director	10% Owner	Officer	Other
BERNARD EDWARD C 100 E. PRATT STREET BALTIMORE, MD 21202	X		Vice President	

## Signatures

EDWARD C BERNARD	11/04/2005
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  \*\*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).
- (3) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.
- (1) ESPP - Shares acquired on 10/07/2005 and 10/31/2005 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares purchased at \$63.8400 and \$65.6668, respectively, per share.
- (4) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- (2) 11/18/1997 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1998.
- (5) 11/03/2005 Replenishment Grant - option vest 100% immediately.

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.