

Linehan John D.  
Form 3  
February 18, 2010

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

OMB APPROVAL

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**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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Linehan John D.                         |          | (Month/Day/Year)                     | PRICE T ROWE GROUP INC [TROW]                      |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 02/18/2010                           |  |  |
| T. ROWE PRICE,Â 100 EAST PRATT STREET     |          |                                      | (Check all applicable)                             |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |          |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |          |                                      | (give title below)                                 | (specify below)  |
|   |          |                                      | Vice President                                     |  |
| BALTIMORE,Â MDÂ 21202                     |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State)  | (Zip)                                |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |          |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. 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                    | 55,305.31   | D  | Â   |

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

SEC 1473 (7-02)

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**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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   |  |  |   |

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|                              |                            | Expiration<br>Date |              | Amount or<br>Number of<br>Shares |           | or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------------|----------------------------|--------------------|--------------|----------------------------------|-----------|----------------------------------|---|
| Stock Options (Right to Buy) | 11/20/2001 <sup>(1)</sup>  | 11/20/2010         | Common Stock | 3,800                            | \$ 19.5   | D                                | Â |
| Stock Options (Right to Buy) | 07/30/2003 <sup>(2)</sup>  | 07/30/2012         | Common Stock | 6,000                            | \$ 13.67  | D                                | Â |
| Stock Options (Right to Buy) | 12/11/2004 <sup>(3)</sup>  | 12/11/2013         | Common Stock | 56,000                           | \$ 21.725 | D                                | Â |
| Stock Options (Right to Buy) | 12/20/2005 <sup>(4)</sup>  | 12/20/2014         | Common Stock | 64,000                           | \$ 30.775 | D                                | Â |
| Stock Options (Right to Buy) | 10/03/2006 <sup>(5)</sup>  | 10/03/2015         | Common Stock | 70,000                           | \$ 32.62  | D                                | Â |
| Stock Options (Right to Buy) | 11/01/2007 <sup>(6)</sup>  | 11/01/2016         | Common Stock | 80,000                           | \$ 46.19  | D                                | Â |
| Stock Options (Right to Buy) | 05/01/2008 <sup>(7)</sup>  | 11/20/2010         | Common Stock | 505                              | \$ 61.76  | D                                | Â |
| Stock Options (Right to Buy) | 05/01/2008 <sup>(7)</sup>  | 09/21/2011         | Common Stock | 1,581                            | \$ 61.76  | D                                | Â |
| Stock Options (Right to Buy) | 09/06/2008 <sup>(8)</sup>  | 09/06/2017         | Common Stock | 80,000                           | \$ 50.02  | D                                | Â |
| Stock Options (Right to Buy) | 06/01/2009 <sup>(9)</sup>  | 07/30/2012         | Common Stock | 14,128                           | \$ 41.41  | D                                | Â |
| Stock Options (Right to Buy) | 09/04/2009 <sup>(10)</sup> | 09/04/2018         | Common Stock | 80,000                           | \$ 57.08  | D                                | Â |
| Stock Options (Right to Buy) | 11/01/2010 <sup>(11)</sup> | 02/12/2019         | Common Stock | 48,000                           | \$ 27.47  | D                                | Â |
| Stock Options (Right to Buy) | 11/01/2010 <sup>(12)</sup> | 09/10/2019         | Common Stock | 48,000                           | \$ 45.15  | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Linehan John D.<br>T. ROWE PRICE<br>100 EAST PRATT STREET<br>BALTIMORE, MD 21202 | Â             | Â         | Â Vice President | Â     |

## Signatures

/s/ John D.  
Linehan

02/18/2010

Date

Signature of  
Reporting Person

## 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) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (2) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- (3) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (4) 12/20/2004 Grant - The option vests 20% annually over a 5 year period beginning on 12/20/2005.
- (5) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/30/2006.
- (6) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (7) 05/01/2008 Replenishment Grant - option vests 100% immediately.
- (8) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- (9) 06/01/2009 Replenishment Grant - option vests 100% immediately.
- (10) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
- (11) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (12) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

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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