

David Scott B  
Form 4  
April 29, 2019

**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 \*  
David Scott B

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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/25/2019

(Street)  
  
BALTIMORE, MD 21289-0320

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |        |        | 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                    | 04/25/2019                           |  | A                              | V   | 55.582 | A      | \$ 97.3956<br>(1)   | 48,454.125   | D                                 | Beneficial Ownership (Instr. 4) |
| Common Stock                    | 04/25/2019                           |  | M                              |   | 1,896  | A      | \$ 69.6708  | 50,350.125   | D                                 | Beneficial Ownership (Instr. 4) |
| Common Stock                    | 04/25/2019                           |  | M                              |   | 3,331  | A      | \$ 70.2854  | 53,681.125   | D                                 | Beneficial Ownership (Instr. 4) |
| Common Stock                    | 04/25/2019                           |  | M                              |   | 13,324 | A      | \$ 77.9443  | 67,005.125   | D                                 | Beneficial Ownership (Instr. 4) |
|                                 | 04/25/2019                           |  | M                              |   | 13,324 | A      |   | 80,329.125   | D                                 | Beneficial Ownership (Instr. 4) |

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|              |            |  |   |        |            |                   |              |
|--------------|------------|--|---|--------|------------|-------------------|--------------|
| Common Stock |            |  |   |        | \$ 78.4418 |                   |              |
| Common Stock | 04/25/2019 |  | M | 9,993  | A          | \$ 80.9492        | 90,322.125 D |
| Common Stock | 04/25/2019 |  | M | 3,250  | A          | \$ 70.92          | 93,572.125 D |
| Common Stock | 04/25/2019 |  | S | 45,118 | D          | \$ 107.882<br>(2) | 48,454.125 D |
| Common Stock | 04/25/2019 |  | M | 1,434  | A          | \$ 69.6708        | 49,888.125 D |
| Common Stock | 04/25/2019 |  | F | 927    | D          | \$ 107.66         | 48,961.125 D |

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

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(9-02)

**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 and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 80.9492   | 04/25/2019                           |  | M                              | 9,993   | (3) 02/19/2025   | Common Stock  | 9,993                         |
| Stock Options (Right to Buy)               | \$ 78.4418   | 04/25/2019                           |  | M                              | 13,324  | (4) 09/09/2024   | Common Stock  | 13,324                        |
| Stock Options (Right to Buy)               | \$ 77.9443   | 04/25/2019                           |  | M                              | 13,324  | (5) 02/19/2024   | Common Stock  | 13,324                        |

|                              |            |            |   |       |            |            |              |       |
|------------------------------|------------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 70.92   | 04/25/2019 | M | 3,250 | <u>(6)</u> | 09/10/2025 | Common Stock | 3,250 |
| Stock Options (Right to Buy) | \$ 70.2854 | 04/25/2019 | M | 3,331 | <u>(7)</u> | 09/10/2023 | Common Stock | 3,331 |
| Stock Options (Right to Buy) | \$ 69.6708 | 04/25/2019 | M | 1,896 | <u>(8)</u> | 02/21/2023 | Common Stock | 1,896 |
| Stock Options (Right to Buy) | \$ 69.6708 | 04/25/2019 | M | 1,434 | <u>(8)</u> | 02/21/2023 | Common Stock | 1,434 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| David Scott B<br>T. ROWE PRICE GROUP, INC.<br>P.O. BOX 89000<br>BALTIMORE, MD 21289-0320 |               |           | Vice<br>President |       |

## Signatures

Virginia G. Connolly, as attorney in fact for David Scott B

04/29/2019

\_\_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).

(1) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

(2) The range of prices for this transaction were \$107.63 to \$108.16. Will provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.

(4) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(5) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(6) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(7) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(8) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

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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