

KENNEDY JAMES A C  
Form 4  
December 18, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
KENNEDY JAMES A 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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2008

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

(Street)

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

BALTIMORE, MD 21289-0320

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 12/16/2008                           |  | M                              | 4,600 A \$ 21.725   | 1,238,468.155   | D  |  |
| Common Stock                    | 12/16/2008                           |  | M                              | 95,000 A \$ 17.875  | 95,000  | I  | James A.C. Kennedy LLC                     |
| Common Stock                    | 12/16/2008                           |  | S                              | 95,000 D \$ 33.0589   | 0   | I  | James A.C. Kennedy LLC                     |
|                                 | 12/17/2008                           |  | M                              | 69,400 A \$ 17.875  | 69,400  | I  |  |

|                 |  |  |  |  |           |   |  |
|-----------------|--|--|--|--|-----------|---|--|
| Common<br>Stock |  |  |  |  |           |   | James<br>A.C.<br>Kennedy<br>LLC  |
| Common<br>Stock |  |  |  |  | 1,196,721 | I | 2008<br>Kennedy<br>Grantor<br>Retained<br>Annuity<br>Trust III<br><u>(2)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                               |        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 21.725  | 12/16/2008                              |   | M                                    | 4,600  | 12/11/2004 <sup>(3)</sup>                                      | 12/11/2013  | Common<br>Stock                     | 4,600  |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 17.875  | 12/16/2008                              |   | M                                    | 95,000   | 12/21/1999 <sup>(4)</sup>                                      | 12/21/2008  | Common<br>Stock                     | 95,000 |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 17.875  | 12/17/2008                              |   | M                                    | 69,400   | 12/21/1999 <sup>(4)</sup>                                      | 12/21/2008  | Common<br>Stock                     | 69,400 |

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

