

PRICE T ROWE GROUP INC

Form 4

September 11, 2015

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stromberg William J

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)

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2015

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

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

(Street)

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

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 Beneficial Ownership (Instr. 4)
Common Stock	09/09/2015		A	V Amount <u>5,250</u> (1)	A \$ 0	875,375.962	D
Common Stock	09/10/2015		A	V 11.403	A \$ 81.2637	875,387.365	D
				<u>(2)</u>			
Common Stock					96,000	I	William J. Stromberg Irrevocable Trust

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.

SEC 1474
(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 70.92	09/10/2015		A		17,500		12/09/2016 ⁽³⁾	09/10/2020	Common Stock	17,500
Stock Options (Right to Buy)	\$ 54.8329							09/04/2009 ⁽⁴⁾	09/04/2018	Common Stock	91,880
Stock Options (Right to Buy)	\$ 26.3885							11/01/2010 ⁽⁶⁾	02/12/2019	Common Stock	48,360
Stock Options (Right to Buy)	\$ 43.3725							11/01/2010 ⁽⁷⁾	09/10/2019	Common Stock	51,920
Stock Options (Right to Buy)	\$ 47.6474							11/01/2011 ⁽⁸⁾	02/18/2020	Common Stock	46,840
Stock Options (Right to Buy)	\$ 45.7933							11/01/2011 ⁽⁹⁾	09/08/2020	Common Stock	46,840
Stock Options (Right to Buy)	\$ 67.5613							11/01/2012 ⁽¹⁰⁾	02/17/2021	Common Stock	44,240

Stock Options (Right to Buy)	\$ 48.56	11/01/2012 ⁽¹¹⁾	09/08/2021	Common Stock	44,24
Stock Options (Right to Buy)	\$ 59.0693	12/10/2013 ⁽¹²⁾	02/23/2022	Common Stock	22,11
Stock Options (Right to Buy)	\$ 60.7984	12/10/2013 ⁽¹³⁾	09/06/2022	Common Stock	20,81
Stock Options (Right to Buy)	\$ 69.6708	12/10/2014 ⁽¹⁴⁾	02/21/2023	Common Stock	20,49
Stock Options (Right to Buy)	\$ 70.2854	12/10/2014 ⁽¹⁶⁾	09/10/2023	Common Stock	20,49
Stock Options (Right to Buy)	\$ 77.9443	12/10/2015 ⁽¹⁷⁾	02/19/2024	Common Stock	17,93
Stock Options (Right to Buy)	\$ 78.4418	12/10/2015 ⁽¹⁸⁾	09/09/2024	Common Stock	17,93
Stock Options (Right to Buy)	\$ 80.9492	12/09/2016 ⁽¹⁹⁾	02/19/2025	Common Stock	17,93

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stromberg William J T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			Vice President	

Signatures

/s/ William J.
Stromberg

09/11/2015

 **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) On September 09, 2015, the Executive Compensation Committee certified that the performance threshold on certain performance-based restricted stock awards were met. The awards are settled in shares of common stock upon vesting. The awards vest in five equal annual installments beginning on December 10, 2015.

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

(3) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

(4) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.

(5) As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 1.56% on December 13, 2012, and by 2.5% on April 7, 2015, the ex-dividend dates, as a result of special dividends that were declared by T. Rowe Price Group, Inc.

(6) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(7) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(8) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(9) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(10) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

(11) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

(12) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(13) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(14) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(15) As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 2.5% on April 7, 2015, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.

(16) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(17) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(18) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(19) 02/19/2015 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.

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.