

PRICE T ROWE GROUP INC  
Form 4  
September 11, 2015

**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 \*  
Hiebler Jessica M

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)  
09/10/2015

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Principal Accounting Officer

T. ROWE PRICE GROUP,  
INC., 100 E. PRATT STREET,  
BA-0320

(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 21202

(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)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	09/10/2015		A	V	191.058	A		\$ 79.8609 (1)
Common Stock	09/10/2015		A		600	A		\$ 0

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

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SEC 1474  
(9-02)

number.

**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 (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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to Buy)	\$ 70.92	09/10/2015		A	2,000	12/09/2016 <sup>(2)</sup> 09/10/2025	Common Stock	2,000
Stock Options (Right to Buy)	\$ 59.0693					12/10/2013 <sup>(3)</sup> 02/23/2022	Common Stock	1,456
Stock Options (Right to Buy)	\$ 60.7984					12/10/2013 <sup>(5)</sup> 09/06/2022	Common Stock	1,456
Stock Options (Right to Buy)	\$ 69.6708					12/10/2014 <sup>(6)</sup> 02/21/2023	Common Stock	1,537
Stock Options (Right to Buy)	\$ 70.2854					12/10/2014 <sup>(8)</sup> 09/10/2023	Common Stock	1,537
Stock Options (Right to Buy)	\$ 77.9443					12/10/2015 <sup>(9)</sup> 02/19/2024	Common Stock	1,639
Stock Options (Right to Buy)	\$ 78.4418					12/10/2015 <sup>(10)</sup> 09/10/2024	Common Stock	1,638
Stock Options	\$ 80.9492					12/09/2016 <sup>(11)</sup> 02/19/2025	Common Stock	2,049

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hiebler Jessica M T. ROWE PRICE GROUP, INC. 100 E. PRATT STREET, BA-0320 BALTIMORE, MD 21202			Principal Accounting Officer	

## Signatures

/s/ Jessica M. Hiebler 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) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (3) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.  
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.
- (4) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- (5) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.  
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.
- (6) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (7) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (8) 09/10/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (9) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (10) 09/10/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (11) 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.