

BERNARD EDWARD C  
Form 4/A  
August 01, 2018

**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 \*  
BERNARD EDWARD 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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/20/2018

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

BALTIMORE, MD 21289-0320

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/21/2018

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) (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 Ownership (Instr. 4) |             |   |                                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|---|------------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |             |   |                                    |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |             |   |                                    |
| Common Stock                    | 06/20/2018                           |  | G                              | V   | 390 <sup>(1)</sup>  | D  | \$ 0                              | 668,123.722 | D |                                    |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 77,500      | I | 2012 Ellen N. Bernard Family Trust |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 201,963     | I | 2008 Bernard Family Trust          |

Common Stock 60,500 I By Spouse

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| BERNARD EDWARD C<br>T. ROWE PRICE GROUP, INC.<br>P.O. BOX 89000<br>BALTIMORE, MD 21289-0320 | X             |           | Vice COB &<br>Vice<br>President |       |

## Signatures

/s/ Edward C. Bernard 08/01/2018

\*\*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 June 20, 2019, it was reported that a total of 1,205 shares were gifted. Unfortunately, 815 shares were rejected and the shares came back into the account. Therefore, only a total of 390 shares were gifted on June 20, 2018.

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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