

PRICE T ROWE GROUP INC

Form 4

December 22, 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

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(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)  
**12/21/2015**

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |           |   |                                    |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------|---|------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |           |   |                                    |
| Common<br>Stock                       | 12/21/2015                              |                                                             | M                                    |                                                                         | 126                                                                                                                | A                                                                       | \$<br>43.3725                                                     | 1,365,217 | D |                                    |
| Common<br>Stock                       | 12/21/2015                              |                                                             | M                                    |                                                                         | 2,098                                                                                                              | A                                                                       | \$<br>47.6474                                                     | 1,367,315 | D |                                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | 877,254   | I | 2008<br>Kennedy<br>Family<br>Trust |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | 445,545   | I | James<br>A.C.                      |

Kennedy  
LLC

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<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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date Exercisable Expiration<br>Date Date                       | Title Amount<br>or<br>Number<br>of<br>Shares                        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 43.3725                                                         | 12/21/2015                              |                                                             | M                                    | 126                                                                                                             | 11/01/2010 <sup>(1)</sup> 09/10/2019                           | Common<br>Stock 126                                                 |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 47.6474                                                         | 12/21/2015                              |                                                             | M                                    | 2,098                                                                                                           | 11/01/2011 <sup>(2)</sup> 02/18/2020                           | Common<br>Stock 2,098                                               |

## Reporting Owners

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

## Signatures

/s/ James A.C.  
Kennedy 12/22/2015

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

(2) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

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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