

PRICE T ROWE GROUP INC
 Form 4
 November 05, 2013

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 *
 Gitlin Michael 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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2013

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

T. ROWE PRICE, 100 EAST PRATT STREET

(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	10/31/2013		A	V	83.168	A	\$ 74.5353	135,247.142	D	
							(1)			
Common Stock	11/01/2013		M		9,038	A	\$ 27.0473	144,285.142	D	
					(2)					
Common Stock	11/01/2013		M		9,140	A	\$ 44.4552	153,425.142	D	
					(2)					
Common Stock	11/01/2013		M		8,125	A	\$ 48.8368	161,550.142	D	
					(2)					
	11/01/2013		M			A		169,675.142	D	

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Common Stock				8,125	\$		
				<u>(2)</u>	46.9365		
Common Stock	11/01/2013		F	26,470	D	\$ 77.631	143,205.142 D

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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 27.0473	11/01/2013		M	9,038 <u>(2)</u>	11/01/2010 ⁽³⁾ 02/12/2019	Common Stock	9,038
Stock Options (Right to Buy)	\$ 44.4552	11/01/2013		M	9,140 <u>(2)</u>	11/01/2010 ⁽⁴⁾ 09/10/2019	Common Stock	9,140
Stock Options (Right to Buy)	\$ 48.8368	11/01/2013		M	8,125 <u>(2)</u>	11/01/2011 ⁽⁵⁾ 02/18/2020	Common Stock	8,125
Stock Options (Right to Buy)	\$ 46.9365	11/01/2013		M	8,125 <u>(2)</u>	11/01/2011 ⁽⁶⁾ 09/08/2020	Common Stock	8,125

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Gitlin Michael C.
T. ROWE PRICE
100 EAST PRATT STREET
BALTIMORE, MD 21202

Vice President

Signatures

/s/ Michael C.

Gitlin

11/04/2013

**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.
As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options
- (2) were adjusted by 1.56% on December 13, 2012, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.
- (3) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (4) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (5) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (6) 09/08/2010 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. 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.