

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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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

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

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

(Street)

BALTIMORE, MD 21289-0320

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 09/09/2015 | | A | 4,500 ⁽¹⁾ | A | \$ 0 | 644,900.844 D |
| Common Stock | 09/10/2015 | | A | V 801.973 | A | \$ 80.9178 | 645,702.817 ₍₂₎ D |
| Common Stock | | | | | | 77,500 | I Ellen N. Bernard Family Trust |

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| | | | |
|--------------|---------|---|---------------------------|
| 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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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Options (Right to Buy) | \$ 70.92 | 09/10/2015 | | A | 15,000 | 12/09/2016 ⁽³⁾ | 09/10/2025 | Common Stock | 15,000 |
| Stock Options (Right to Buy) | \$ 48.0508 | | | | | 09/06/2008 ⁽⁴⁾ | 09/06/2017 | Common Stock | 104,000 |
| Stock Options (Right to Buy) | \$ 54.8329 | | | | | 09/04/2009 ⁽⁶⁾ | 09/04/2018 | Common Stock | 104,000 |
| Stock Options (Right to Buy) | \$ 26.3885 | | | | | 11/01/2010 ⁽⁷⁾ | 02/12/2019 | Common Stock | 52,000 |
| Stock Options (Right to Buy) | \$ 43.3725 | | | | | 11/01/2010 ⁽⁸⁾ | 09/10/2019 | Common Stock | 52,000 |
| | \$ 47.6474 | | | | | 11/01/2011 ⁽⁹⁾ | 02/18/2020 | | 52,000 |

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| | | | | | |
|------------------------------|------------|----------------------------|------------|--------------|------|
| Stock Options (Right to Buy) | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 45.7933 | 11/01/2011 ⁽¹⁰⁾ | 09/08/2020 | Common Stock | 52,0 |
| Stock Options (Right to Buy) | \$ 67.5613 | 11/01/2012 ⁽¹¹⁾ | 02/17/2021 | Common Stock | 52,0 |
| Stock Options (Right to Buy) | \$ 48.56 | 11/01/2012 ⁽¹²⁾ | 09/08/2021 | Common Stock | 52,0 |
| Stock Options (Right to Buy) | \$ 59.0693 | 12/10/2013 ⁽¹³⁾ | 02/23/2022 | Common Stock | 26,0 |
| Stock Options (Right to Buy) | \$ 60.7984 | 12/10/2013 ⁽¹⁴⁾ | 09/06/2022 | Common Stock | 23,4 |
| Stock Options (Right to Buy) | \$ 69.6708 | 12/10/2014 ⁽¹⁵⁾ | 02/21/2023 | Common Stock | 23,0 |
| Stock Options (Right to Buy) | \$ 70.2854 | 12/10/2014 ⁽¹⁷⁾ | 09/10/2023 | Common Stock | 16,3 |
| Stock Options (Right to Buy) | \$ 77.9443 | 12/10/2015 ⁽¹⁸⁾ | 02/19/2024 | Common Stock | 17,9 |
| Stock Options (Right to Buy) | \$ 78.4418 | 12/10/2015 ⁽¹⁹⁾ | 09/10/2024 | Common Stock | 15,3 |
| Stock Options (Right to Buy) | \$ 80.9492 | 12/09/2016 ⁽²⁰⁾ | 02/19/2025 | Common Stock | 15,3 |

Reporting Owners

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

Signatures

/s/ Edward C.
Bernard 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).
- 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.
- (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) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- 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) 09/04/2008 Grant - The option vests 20% annually over a 5 year period beginning on 09/04/2009.
 - (5) 2/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
 - (6) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
 - (7) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
 - (8) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
 - (9) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
 - (10) 09/08/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
 - (11) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
 - (12) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
 - (13) 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.
- (14) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
 - (15) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
 - (16) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
 - (17) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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