

PRICE T ROWE GROUP INC

Form 4

December 11, 2012

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 *
HEBB DONALD B JR

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)
12/10/2012

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

T. ROWE PRICE GROUP, INC., P.O. BOX 89000

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock | 12/10/2012 | | M | | 9,930 A \$ 15.26 | 19,136 | D |
| Common Stock | 12/10/2012 | | M | | 3,390 A \$ 20.82 | 22,526 | D |
| Common Stock | 12/10/2012 | | M | | 3,015 A \$ 25.64 | 25,541 | D |
| Common Stock | 12/10/2012 | | M | | 2,840 A \$ 27.885 | 28,381 | D |
| Common Stock | 12/10/2012 | | M | | 2,290 A \$ 27.585 | 30,671 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|--------|---|---|
| Common Stock | 12/10/2012 | M | 3,070 | A | \$ 15.26 | 33,741 | D | |
| Common Stock | 12/10/2012 | M | 1,610 | A | \$ 20.82 | 35,351 | D | |
| Common Stock | 12/10/2012 | M | 1,985 | A | \$ 25.64 | 37,336 | D | |
| Common Stock | 12/10/2012 | M | 2,160 | A | \$ 27.885 | 39,496 | D | |
| Common Stock | 12/10/2012 | M | 1,710 | A | \$ 27.585 | 41,206 | D | |
| Common Stock | 12/10/2012 | S | 10,535 | D | \$ 64.1213 <u>(1)</u> | 30,671 | D | |
| Common Stock | | | | | | 27,225 | I | Donald B. Hebb, Jr. BTAB Irrevocable Trust |

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 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified Stock Option (Right to Buy) | \$ 15.26 | 12/10/2012 | | M | 9,930 | 04/30/2004 04/30/2013 | Common Stock | 9,930 | |
| Non-qualified Stock Option (Right to Buy) | \$ 20.82 | 12/10/2012 | | M | 3,390 | 10/29/2004 10/29/2013 | Common Stock | 3,390 | |

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|---|-----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 25.64 | 12/10/2012 | M | 3,015 | 04/30/2005 | 04/30/2014 | Common Stock | 3,015 |
| Stock Options (Right to Buy) | \$ 27.885 | 12/10/2012 | M | 2,840 | 10/29/2005 | 10/29/2014 | Common Stock | 2,840 |
| Stock Options (Right to Buy) | \$ 27.585 | 12/10/2012 | M | 2,290 | 04/29/2006 | 04/29/2015 | Common Stock | 2,290 |
| Non-qualified Stock Option (Right to Buy) | \$ 15.26 | 12/10/2012 | M | 3,070 | 04/30/2004 | 04/30/2013 | Common Stock | 3,070 |
| Non-qualified Stock Option (Right to Buy) | \$ 20.82 | 12/10/2012 | M | 1,610 | 10/29/2004 | 10/29/2013 | Common Stock | 1,610 |
| Stock Options (Right to Buy) | \$ 25.64 | 12/10/2012 | M | 1,985 | 04/30/2005 | 04/30/2014 | Common Stock | 1,985 |
| Stock Options (Right to Buy) | \$ 27.885 | 12/10/2012 | M | 2,160 | 10/29/2005 | 10/29/2014 | Common Stock | 2,160 |
| Stock Options (Right to Buy) | \$ 27.585 | 12/10/2012 | M | 1,710 | 04/29/2006 | 04/29/2015 | Common Stock | 1,710 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEBB DONALD B JR T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320 | X | | | |

Signatures

/s/ Power of Attorney, Steven J. Banks, Director of Corporate Services

12/11/2012

__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) The range of prices for this transaction were \$64.11 to \$64.18. Will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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