## Edgar Filing: Broaddus J Alfred Jr - Form 4

Broaddus J Al Form 4												
December 31, <b>FORM</b>	Л								OMB AI	PPROVAL		
	UNITEDS	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										
Check this if no longe subject to Section 16 Form 4 or Form 5	r <b>STATEM</b>									January 31Expires:2005Estimated averageburden hours perresponse0.5		
obligations may contin <i>See</i> Instruc 1(b).	ue. Section 17(a	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 Re	esponses)											
Broaddus J Alfred Jr Symbo			Symbol	. Issuer Name <b>and</b> Ticker or Trading mbol RICE T ROWE GROUP INC				5. Relationship of Reporting Person(s) to Issuer				
[T]								(Check all applicable)				
T. ROWE PRICE GROUP, INC., P.O. BOX 89000 (Street) 4. If Amer				of Earliest Transaction /Day/Year) /2008				X_ Director 10% Owner Officer (give title Other (specify below) below)				
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
BALTIMOR	E, MD 21289-03	20						_X_ Form filed by 0 Form filed by N Person	One Reporting Pe fore than One Re			
(City)	(State) (State)	Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
~				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	12/30/2008			А	34.925 (1)	А	\$0	5,146.167	D			

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.

 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. Transact Code (Instr. 8)	5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Broaddus J Alfred Jr T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X						
Signatures							
/s/ Power of Attorney, Barbara A. V Horn	Van	12/31/2008					
*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) Credited as fully-vested dividend equivalents pursuant to the T. Rowe Price Group Inc. 2007 Non-Employee Director Equity Plan with respect to dividend declared by the issuer on it's Common Stock.

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.