#### ROGERS BRIAN C

Form 4

September 27, 2012

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROGERS BRIAN C Issuer Symbol PRICE T ROWE GROUP INC (Check all applicable) [TROW] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) T. ROWE PRICE GROUP, 09/25/2012 COB, CIO & Vice President INC., P.O. BOX 89000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BALTIMORE, MD 21289-0320 Person

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-l                           | Derivative S                            | ecurit  | ies Acqui   | red, Disposed of,  | or Beneficial  | ly 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.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securities omr Disposed (Instr. 3, 4 | d of (Ľ | <b>)</b> )  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 09/25/2012                              |   | M                                      | 107,000                                 | A       | \$<br>32.62 | 2,327,510  | D  |   |
| Common<br>Stock                      | 09/25/2012                              |   | F                                      | 72,316                                  | D       | \$<br>62.95 | 2,255,194  | D  |   |
| Common<br>Stock                      |   |   |  |   |         |             | 200,000  | I  | Spouse  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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# 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Underlying Securitie<br>(Instr. 3 and 4) |                         |
|---|---|---|---|---|---|---------|--|--------------------|---|-------------------------|
|   |   |   |   | Code V                                  | (A)   | (D)     | Date Exercisable   | Expiration<br>Date | Title   | Amour<br>Numb<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 32.62  | 09/25/2012                              |   | M                                       |   | 107,000 | 10/03/2006(1)  | 10/03/2015         | Common<br>Stock   | 107,0                   |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |  |

ROGERS BRIAN C T. ROWE PRICE GROUP, INC. P.O. BOX 89000

**BALTIMORE, MD 21289-0320** 

X

COB, CIO & Vice President

## **Signatures**

/s/ Brian c. 09/27/2012 Rogers

\*\*Signature of Date
Reporting Person

## **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) 10/03/2005 Grant The option vests 20% annually over a 5 year period beginning on 10/03/2006.

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.

Reporting Owners 2