

MILLER MARY J
Form 4
December 15, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER MARY J

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)
12/14/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
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)
__X__ 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)
Common Stock	12/14/2009		M	95,000	A \$ 49.94	1,040,745.247	D
Common Stock	12/14/2009		S	95,000	D \$ 49.8834 (1)	945,745.247	D
Common Stock	12/14/2009		M	5,000	A \$ 19.5	950,745.247	D
Common Stock	12/14/2009		M	7,200	A \$ 13.67	957,945.247	D
	12/14/2009		M	4,600	A \$ 21.725	962,545.247	D

Common
Stock

Common Stock	12/14/2009	M	66	A	\$ 46.19	962,611.247	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.

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 or Number of Shares
Stock Options (Right to Buy)	\$ 19.5	12/14/2009		M		95,000		11/20/2001 ⁽²⁾	11/20/2010	Common Stock	95,000
Stock Options (Right to Buy)	\$ 19.5	12/14/2009		M		5,000		11/20/2001 ⁽²⁾	11/20/2010	Common Stock	5,000
Stock Options (Right to Buy)	\$ 13.67	12/14/2009		M		7,200		07/30/2003 ⁽³⁾	07/30/2012	Common Stock	7,200
Stock Options (Right to Buy)	\$ 21.725	12/14/2009		M		4,600		12/11/2004 ⁽⁴⁾	12/11/2013	Common Stock	4,600
Stock Options (Right to Buy)	\$ 46.19	12/14/2009		M		66		11/01/2007 ⁽⁵⁾	11/01/2016	Common Stock	66

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARY J T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			Vice President	

Signatures

/s/ Mary J.
Miller 12/15/2009

**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 ranges of prices for this transaction were \$49.875 to \$49.975. 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.
- (2) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (3) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- (4) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
- (5) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.

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.