#### PRICE T ROWE GROUP INC

Form 4 May 02, 2008

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROGERS BRIAN C

2. Issuer Name and Ticker or Trading

Symbol

PRICE T ROWE GROUP INC

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

[TROW]

\_X\_\_ Director 10% Owner

(Check all applicable)

(Month/Day/Year) 05/01/2008

X\_ Officer (give title Other (specify below) COB, CIO & Vice President

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

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

**BALTIMORE, MD 21289-0320** 

(Street)

(State)

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. Transactic Code (Instr. 8)	4. Securitic omr Dispose (Instr. 3, 4	d of (E and 5)	<b>)</b> )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/01/2008		M	155,000	A	\$ 19.5	2,376,761	D	
Common Stock	05/01/2008		F	96,455	D	\$ 61.76	2,280,306	D	

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 displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed

Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		(A) or of (D)	Expiration Date (Month/Day/Year)		Underly (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock	Qualified Coption to buy)	\$ 19.5	05/01/2008	M		155,000	11/20/2001(1)	11/20/2010	Comr
	Options t to buy)	\$ 61.76	05/01/2008	A	48,939		05/01/2008(2)	11/20/2010	Comr

5. Number of

6. Date Exercisable and

7. Title

# **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**

1. Title of

BRIANCROGERS

05/02/2008

\*\*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) 11/20/2000 Grant The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (2) 05/01/2008 Replenishment Grant option vests 100% immediately.

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. | |02 |-09 | | | | | | |

.-----| 36.625 |

Explanation of Responses: 1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of

Reporting Owners 2

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5-31-01. 2. Based on Employee Savings Plan information as of 6-01-01, the latest date for which such information is reasonably available, and includes transactions occurring after 5-2-01. 3. Shares of restricted common stock granted pursuant to Ashland's 1997 Stock Incentive Plan and exempt under Rule 16b-3. The restricted common stock has been enrolled in Ashland's Dividend Reinvestment Plan. 4. Shares held in Ashland's Dividend Reinvestment Plan as of 3-15-01. 5. Shares surrendered in payment of option exercise price. 6. Withholding of shares to satisfy tax withholding obligation. 7. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Long-Term Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan. 8. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1993 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan. 9. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1997 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan. 10. I hereby disclaim beneficial ownership of all securities owned by my daughter, Jane Chellgren. 11. I hereby disclaim beneficial ownership of all securities owned by my son, Matthew Chellgren. 12. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 5-31-01 and includes transactions after 4-30-01, and exempt under Rule 16b-3(d). The price of the Common Stock Units on the applicable valuation dates ranged from \$41.410 - 43.850. (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock) SIGNATURE OF REPORTING PERSON Paul W. Chellgren DATE June 6, 2001