

Gitlin Michael C.
Form 4
March 02, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gitlin Michael C.

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, 100 EAST
PRATT STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

BALTIMORE, MD 21202

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/01/2012		A	V	56.95	A	\$ 61.4574 (1)	100,886.541 D
Common Stock	03/01/2012		M		18,000	A	\$ 45.15	118,886.541 D
Common Stock	03/01/2012		M		8,000	A	\$ 49.6	126,886.541 D
Common Stock	03/01/2012		M		8,000	A	\$ 47.67	134,886.541 D
	03/01/2012		F		25,559	D	\$ 62.24	109,327.541 D

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Common
Stock

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

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(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)	\$ 45.15	03/01/2012		M	18,000	11/01/2010 ⁽²⁾ 09/10/2019	Common Stock 18,000
Stock Options (Right to Buy)	\$ 49.6	03/01/2012		M	8,000	11/01/2011 ⁽³⁾ 02/18/2020	Common Stock 8,000
Stock Options (Right to Buy)	\$ 47.67	03/01/2012		M	8,000	11/01/2011 ⁽⁴⁾ 09/08/2020	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gitlin Michael C. T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202			Vice President	

Signatures

/s/ Power of Attorney, Barbara A. Van
Horn

03/02/2012

__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) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.
- (3) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.
- (4) 09/08/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

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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