

Linehan John D.  
Form 4  
December 31, 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 \*  
Linehan John D.

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)  
12/27/2012

\_\_\_\_ 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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |               |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|---------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                                          |               |
| Common<br>Stock                       | 12/27/2012                              |                                                             | G                                    | V                                                                       | 47,250                                                                                                             | D                                                                       | \$ 0                                                                           | 94,747.764 D  |
| Common<br>Stock                       | 12/27/2012                              |                                                             | G                                    | V                                                                       | 47,250                                                                                                             | A                                                                       | \$ 0                                                                           | 47,250 I      |
| Common<br>Stock                       | 12/27/2012                              |                                                             | M                                    |                                                                         | 3,046                                                                                                              | A                                                                       | \$ 32.118                                                                      | 97,793.764 D  |
| Common<br>Stock                       | 12/27/2012                              |                                                             | M                                    |                                                                         | 2,311                                                                                                              | A                                                                       | \$ 45.4792                                                                     | 100,104.764 D |

2002  
Linehan  
GST  
Trust

# Edgar Filing: Linehan John D. - Form 4

|              |            |   |        |   |            |             |   |
|--------------|------------|---|--------|---|------------|-------------|---|
| Common Stock | 12/27/2012 | M | 1,990  | A | \$ 49.2503 | 102,094.764 | D |
| Common Stock | 12/27/2012 | M | 29,250 | A | \$ 27.0473 | 131,344.764 | D |
| Common Stock | 12/27/2012 | F | 19,860 | D | \$ 65.05   | 111,484.764 | 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)               | \$ 32.118                                              | 12/27/2012                           |                                                    | M                              | 3,046                                                                                   | 10/03/2006 <sup>(1)</sup> 10/03/2015                     | Common Stock 3,046                                            |
| Stock Options (Right to Buy)               | \$ 45.4792                                             | 12/27/2012                           |                                                    | M                              | 2,311                                                                                   | 11/01/2007 <sup>(2)</sup> 11/01/2016                     | Common Stock 2,311                                            |
| Stock Options (Right to Buy)               | \$ 49.2503                                             | 12/27/2012                           |                                                    | M                              | 1,990                                                                                   | 09/06/2008 <sup>(3)</sup> 09/06/2017                     | Common Stock 1,990                                            |
| Stock Options (Right to Buy)               | \$ 27.0473                                             | 12/27/2012                           |                                                    | M                              | 29,250                                                                                  | 11/01/2010 <sup>(4)</sup> 02/12/2019                     | Common Stock 29,250                                           |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: Linehan John D. - Form 4

Director    10% Owner    Officer    Other

Linehan John D.  
T. ROWE PRICE  
100 EAST PRATT STREET  
BALTIMORE, MD 21202

Vice President

## Signatures

/s/ Power of Attorney, Steven J. Banks, Director of Corporate  
Services

12/28/2012

\_\_\_\_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) 10/03/2005 Grant - The option vests 20% annually over a 5 year period beginning on 10/30/2006.
- (2) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.
- (3) 09/06/2007 Grant - The option vests 20% annually over a 5 year period beginning on 09/06/2008.
- (4) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options
- (5) were adjusted by 1.56% on December 13, 2012, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.

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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