

PRICE T ROWE GROUP INC  
Form 4  
November 05, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/01/2013

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President

T. ROWE PRICE, 100 EAST PRATT STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BALTIMORE, MD 21202

(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 |   | 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|--|-------|
|                                 |                                      |  | Code                | V | Amount  | (A) or (D) |   |  |  | Price |
| Common Stock                    | 10/31/2013                           |  | A                   | V | 83.168  | A          | \$ 74.5353<br>(1)   | 135,247.142  | D  |       |
| Common Stock                    | 11/01/2013                           |  | M                   |   | 9,038<br>(2)  | A          | \$ 27.0473  | 144,285.142  | D  |       |
| Common Stock                    | 11/01/2013                           |  | M                   |   | 9,140<br>(2)  | A          | \$ 44.4552  | 153,425.142  | D  |       |
| Common Stock                    | 11/01/2013                           |  | M                   |   | 8,125<br>(2)  | A          | \$ 48.8368  | 161,550.142  | D  |       |
|                                 | 11/01/2013                           |  | M                   |   |   | A          |   | 169,675.142  | D  |       |

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|              |            |  |   |            |         |           |               |
|--------------|------------|--|---|------------|---------|-----------|---------------|
| Common Stock |            |  |   | 8,125      | \$      |           |               |
|              |            |  |   | <u>(2)</u> | 46.9365 |           |               |
| Common Stock | 11/01/2013 |  | F | 26,470     | D       | \$ 77.631 | 143,205.142 D |

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

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**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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Stock Options (Right to Buy)               | \$ 27.0473   | 11/01/2013                           |  | M                              | 9,038<br><u>(2)</u>   | 11/01/2010 <sup>(3)</sup> 02/12/2019                     | Common Stock  | 9,038                      |  |
| Stock Options (Right to Buy)               | \$ 44.4552   | 11/01/2013                           |  | M                              | 9,140<br><u>(2)</u>   | 11/01/2010 <sup>(4)</sup> 09/10/2019                     | Common Stock  | 9,140                      |  |
| Stock Options (Right to Buy)               | \$ 48.8368   | 11/01/2013                           |  | M                              | 8,125<br><u>(2)</u>   | 11/01/2011 <sup>(5)</sup> 02/18/2020                     | Common Stock  | 8,125                      |  |
| Stock Options (Right to Buy)               | \$ 46.9365   | 11/01/2013                           |  | M                              | 8,125<br><u>(2)</u>   | 11/01/2011 <sup>(6)</sup> 09/08/2020                     | Common Stock  | 8,125                      |  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

Gitlin Michael C.  
T. ROWE PRICE  
100 EAST PRATT STREET  
BALTIMORE, MD 21202

Vice President

## Signatures

/s/ Michael C.

Gitlin

11/04/2013

\*\*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.

As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options  
(2) 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.

(3) 02/12/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(4) 09/10/2009 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2010.

(5) 02/18/2010 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2011.

(6) 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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