

David Scott B
Form 3
January 10, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| A David Scott B | | | (Month/Day/Year) | PRICE T ROWE GROUP INC [TROW] | |
| (Last) | (First) | (Middle) | 01/01/2019 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| T. ROWE PRICE GROUP, INC., P.O. BOX 89000 | | | | | |
| (Street) | | | | (Check all applicable) | |
| BALTIMORE, MD 21289-0320 | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | Vice President | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 48,398.543 | D | A |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: David Scott B - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|-------|------------|--------------|--------|------------|-------------------|---|
| Stock Options (Right to Buy) | Â (1) | 02/21/2023 | Common Stock | 3,330 | \$ 69.6708 | D | Â |
| Stock Options (Right to Buy) | Â (2) | 09/10/2023 | Common Stock | 3,331 | \$ 70.2854 | D | Â |
| Stock Options (Right to Buy) | Â (3) | 02/19/2024 | Common Stock | 16,655 | \$ 77.9443 | D | Â |
| Stock Options (Right to Buy) | Â (4) | 09/09/2024 | Common Stock | 16,655 | \$ 78.4418 | D | Â |
| Stock Options (Right to Buy) | Â (5) | 02/19/2025 | Common Stock | 16,655 | \$ 80.9492 | D | Â |
| Stock Options (Right to Buy) | Â (6) | 09/10/2025 | Common Stock | 9,750 | \$ 70.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| David Scott B T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320 | Â | Â | Â Vice President | Â |

Signatures

/s/ Scott B. 01/07/2019
David

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (2) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- (3) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (4) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- (5) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.
- (6) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

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.