

PRICE T ROWE GROUP INC  
Form 4  
September 23, 2008

**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 \*  
KENNEDY JAMES A 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)  
09/19/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & President

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

(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 21289-0320

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/19/2008		M		11,039 A \$ 46.56	2,441,292.823	D
Common Stock	09/19/2008		M		8,843 A \$ 60.64	2,450,135.823	D
Common Stock	09/19/2008		S		11,039 D \$ 62.5378	2,439,096.823	D
Common Stock	09/19/2008		S		8,843 D \$ 62.5378	2,430,253.823	D

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 Underlying Instrument (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to Buy)	\$ 46.56	09/19/2008		M		11,039 02/28/2007 <sup>(1)</sup> 09/21/2011	Common Stock
Stock Options (Right to Buy)	\$ 60.64	09/19/2008		M		8,843 12/19/2007 <sup>(2)</sup> 12/21/2008	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 12.85	09/19/2008		G	V	112,400 09/21/2002 <sup>(6)</sup> 09/21/2011	Common Stock
Stock Options (Right to Buy)	\$ 12.85	09/19/2008		G	V	112,400 09/21/2002 09/21/2011	Common Stock
Stock Options (Right to Buy)	\$ 19.5	09/19/2008		G	V	155,000 11/20/2001 <sup>(5)</sup> 11/20/2010	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 19.5	09/19/2008		G	V	155,000 11/20/2001 <sup>(5)</sup> 11/20/2010	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 17.875	09/19/2008		G	V	164,400 12/21/1999 <sup>(4)</sup> 12/21/2008	Common Stock
Stock Options (Right to Buy)	\$ 17.875	09/19/2008		G	V	164,400 12/21/1999 <sup>(4)</sup> 12/21/2008	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 15.375	09/19/2008		G	V	153,400 09/03/2000 <sup>(3)</sup> 09/03/2009	Common Stock
Stock Options (Right to Buy)	\$ 15.375	09/19/2008		G	V	153,400 09/03/2000 <sup>(3)</sup> 09/03/2009	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JAMES A C T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X		CEO & President	

## Signatures

/s/ James A.C.                                              09/23/2008  
Kennedy

\*\*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) 02/28/2007 Replenishment Grant - option vests 100% immediately.
- (2) 12/19/2007 Replenishment Grant - option vests 100% immediately.
- (3) 09/03/1999 Grant - The option vests 20% annually over a 5 year period beginning on 09/03/2000.
- (4) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.
- (5) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (6) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.

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.