

MILLER MARY J  
Form 4  
December 15, 2009

**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 \*  
MILLER MARY J

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)  
12/14/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/14/2009		M	95,000	A	\$ 49.94	1,040,745.247	D
Common Stock	12/14/2009		S	95,000	D	\$ 49.8834 (1)	945,745.247	D
Common Stock	12/14/2009		M	5,000	A	\$ 19.5	950,745.247	D
Common Stock	12/14/2009		M	7,200	A	\$ 13.67	957,945.247	D
	12/14/2009		M	4,600	A	\$ 21.725	962,545.247	D

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Common  
Stock

Common Stock 12/14/2009 M 66 A \$ 46.19 962,611.247 D

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

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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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 19.5	12/14/2009		M	95,000	11/20/2001 <sup>(2)</sup> 11/20/2010	Common Stock	95,000
Stock Options (Right to Buy)	\$ 19.5	12/14/2009		M	5,000	11/20/2001 <sup>(2)</sup> 11/20/2010	Common Stock	5,000
Stock Options (Right to Buy)	\$ 13.67	12/14/2009		M	7,200	07/30/2003 <sup>(3)</sup> 07/30/2012	Common Stock	7,200
Stock Options (Right to Buy)	\$ 21.725	12/14/2009		M	4,600	12/11/2004 <sup>(4)</sup> 12/11/2013	Common Stock	4,600
Stock Options (Right to Buy)	\$ 46.19	12/14/2009		M	66	11/01/2007 <sup>(5)</sup> 11/01/2016	Common Stock	66

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER MARY J T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			Vice President	

## Signatures

/s/ Mary J. Miller  
12/15/2009

\*\*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) The ranges of prices for this transaction were \$49.875 to \$49.975. Will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
  - (3) 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
  - (4) 12/11/2003 Grant - The option vests 20% annually over a 5 year period beginning on 12/11/2004.
  - (5) 11/01/2006 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2007.

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.