

KENNEDY JAMES A C
Form 4
October 27, 2010

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)
10/26/2010

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 (A) or (D) Price | | | |
| Common Stock | 09/30/2010 | | A | V 376.327 A \$ 49.8262 (1) | 736,537.284 | D | |
| Common Stock | 10/26/2010 | | G | V 448,813 D \$ 0 | 747,908 | I | 2008 Kennedy Grantor Retained Annuity Trust III |
| Common Stock | 10/26/2010 | | G | V 448,813 A \$ 0 | 1,185,350.284 | D | |

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| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock | | 10/26/2010 | | S | 85,000 D | \$ 54.3913 1,100,350.284 D (2) | |
| Common Stock | | 10/26/2010 | | M | 155,000 A | \$ 0 256,576 I | James A.C. Kennedy LLC |
| Common Stock | | 10/26/2010 | | M | 112,400 A | \$ 0 368,976 I | James A.C. Kennedy LLC |
| Common Stock | | 10/26/2010 | | F | 81,824 D | \$ 54.59 287,152 I | James A.C. Kennedy LLC |
| Common Stock | | | | | | 500,000 I | 2010 Kennedy Grantor Retained Annuity Trust |

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 and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options (Right to Buy) | \$ 19.5 | 10/26/2010 | | M | 155,000 (A) | 11/20/2001 ⁽³⁾ 11/20/2010 | Common Stock |
| Stock Options (Right to Buy) | \$ 12.85 | 10/26/2010 | | M | 112,400 (A) | 09/21/2002 ⁽⁴⁾ 09/21/2011 | Common Stock |

| | | | | | | | |
|------------------------------|----------|------------|---|--------|---------------------------|------------|--------------|
| Stock Options (Right to Buy) | \$ 54.59 | 10/26/2010 | A | 26,457 | 10/26/2010 ⁽⁵⁾ | 09/21/2011 | Common Stock |
| Stock Options (Right to Buy) | \$ 54.59 | 10/26/2010 | A | 55,367 | 10/26/2010 ⁽⁵⁾ | 11/20/2010 | 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.
Kennedy

10/27/2010

**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 on 09/28/10 and 09/30/10 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) The range of prices for this transaction were \$54.36 to \$54.63. 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.
- (3) 11/20/2000 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/2001.
- (4) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.
- (5) 10/26/2010 Replishment Grant - option vest 100% immediately.

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