

PRICE T ROWE GROUP INC  
Form 4  
June 14, 2005

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
100 E. PRATT STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/17/2005

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

BALTIMORE, MD 21202

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |               |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|---------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |               |
| Common<br>Stock                       | 01/31/2005                              |                                                             | A                                    | V                                                                       | 270.282                                                                                                            | A                                                                       | \$ 0 <sup>(1)</sup>                                               | 351,089.104 D |
| Common<br>Stock                       | 03/17/2005                              |                                                             | M                                    |                                                                         | 7,600                                                                                                              | A                                                                       | \$ 13.0625                                                        | 358,689.104 D |
| Common<br>Stock                       | 03/17/2005                              |                                                             | M                                    |                                                                         | 16,000                                                                                                             | A                                                                       | \$ 13.0625                                                        | 374,689.104 D |
| Common<br>Stock                       | 03/17/2005                              |                                                             | F                                    |                                                                         | 3,409                                                                                                              | D                                                                       | \$ 61.3                                                           | 371,280.104 D |

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of Shares<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                          |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------|-----------------|--------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D)                                                            | Date Exercisable                                                            | Expiration<br>Date | Title           | Amount or<br>Number of S |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 13.0625                                                         | 03/17/2005                              |                                                             | M                                    |                                                                                                        | 16,000                                                         |                                                                | 11/01/1996 <sup>(2)</sup>                                                   | 11/01/2005         | Common<br>Stock | 16,000                   |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 13.0625                                                         | 03/17/2005                              |                                                             | M                                    |                                                                                                        | 7,600                                                          |                                                                | 11/01/1996 <sup>(2)</sup>                                                   | 11/01/2005         | Common<br>Stock | 7,600                    |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 61.3                                                            | 03/17/2005                              |                                                             | A                                    |                                                                                                        | 3,409                                                          |                                                                | 03/17/2005 <sup>(3)</sup>                                                   | 11/01/2005         | Common<br>Stock | 3,409                    |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                    |
|-------------------------------------------------------------|----------------------------------|
|                                                             | Director 10% Owner Officer Other |
| MILLER MARY J<br>100 E. PRATT STREET<br>BALTIMORE, MD 21202 | Vice President                   |

## Signatures

MARY J  
MILLER 06/14/2005

\*\*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).

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- (2) 11/01/1995 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/1996.

ESPP - Shares acquired on 01/31/2005, 02/28/2005, 03/31/2005, 04/08/2005, 04/29/2005 and 05/31/2005 pursuant to the T. Rowe Price

- (1) Group, Inc. Employee Stock Purchase Plan. Shares were purchased at \$59.6448, \$60.9786, \$59.2619, \$58.8129, \$54.8854 and \$59.4033 per share, respectively.

- (3) 3/17/2005 Replenishment Grant - Option vest 100% immediately.

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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