

PRICE T ROWE GROUP INC
Form 4
July 06, 2007

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)
07/05/2007

____ Director
 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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 06/29/2007 | | A | V | 406.817 | A | \$ 0 ⁽¹⁾ | 894,111.444 D |
| Common Stock | 07/05/2007 | | M | | 24,000 | A | \$ 15.6875 | 918,111.444 D |
| Common Stock | 07/05/2007 | | M | | 20,000 | A | \$ 17.875 | 938,111.444 D |
| Common Stock | 07/05/2007 | | F | | 27,185 | D | \$ 53.04 | 910,926.444 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.

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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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 15.6875 | 07/05/2007 | | M | 24,000 | 11/20/1998 ⁽²⁾ 11/18/2007 | Common Stock | 24 |
| Stock Options (Right to buy) | \$ 17.875 | 07/05/2007 | | M | 20,000 | 12/21/1999 ⁽³⁾ 12/21/2008 | Common Stock | 20 |
| Stock Options (Right to buy) | \$ 53.04 | 07/05/2007 | | A | 7,098 | 07/05/2007 ⁽⁴⁾ 11/18/2007 | Common Stock | 7,098 |
| Stock Options (Right to buy) | \$ 53.04 | 07/05/2007 | | A | 6,740 | 07/05/2007 ⁽⁵⁾ 12/21/2008 | Common Stock | 6,740 |

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

MARY J MILLER
07/06/2007
Date

__Signature of
Reporting Person

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).
- (2) 11/18/1997 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1998.
ESPP - Shares acquired on 02/28/2007, 03/30/2007, 04/09/2007, 04/30/2007, 05/31/2007, and 06/29/2007 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares purchased at \$46.4945, 47.3102, \$48.5325, \$49.9335, \$51.2402, and \$52.6329 per share, respectively.
- (3) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.
- (4) 07/05/2007 Replenishment Grant - option vests 100% immediately.
- (5) 07/05/2007 Replenishment Grant - option vests 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. 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.