

KENNEDY JAMES A C  
Form 4  
August 21, 2009

**FORM 4**

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

OMB APPROVAL

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**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)  
08/19/2009

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                    | 07/31/2009                           |  | A                              | V   | 541.489   | A  | \$ 41.8412                                 |
|                                 |                                      |  |                                |   |   |  | 1,236,247.084                              |
|                                 |                                      |  |                                |   |   |  | (1)  |
| Common Stock                    | 08/19/2009                           |  | M                              |   | 90,000  | A  | \$ 15.375                                  |
|                                 |                                      |  |                                |   |   |  | 159,400                                    |
|                                 |                                      |  |                                |   |   |  |  |
|                                 |                                      |  |                                |   |   |  |  |
| Common Stock                    | 08/19/2009                           |  | F                              |   | 57,824  | D  | \$ 44.77                                   |
|                                 |                                      |  |                                |   |   |  | 101,576                                    |
|                                 |                                      |  |                                |   |   |  |  |
|                                 |                                      |  |                                |   |   |  |  |

James A.C. Kennedy LLC  
James A.C. Kennedy LLC

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|              |            |   |        |   |            |           |   |   |
|--------------|------------|---|--------|---|------------|-----------|---|---|
| Common Stock | 08/20/2009 | M | 33,400 | A | \$ 15.375  | 134,976   | I | James A.C. Kennedy LLC  |
| Common Stock | 08/20/2009 | S | 33,400 | D | \$ 45.4631 | 101,576   | I | James A.C. Kennedy LLC  |
| Common Stock |            |   |        |   |            | 1,196,721 | I | 2008 Kennedy Grantor Retained Annuity Trust III<br><u>(2)</u> |

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 Amount of Underlying Security (Instr. 3 and 4) |              |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of |
| Stock Options (Right to Buy)               | \$ 15.375  | 08/19/2009                           |  | M                              | 90,000  | 09/03/2000 <sup>(3)</sup>                                | 09/03/2009  | Common Stock | 9                   |
| Stock Options (Right to Buy)               | \$ 44.77   | 08/19/2009                           |  | A                              | 30,907  | 08/19/2009 <sup>(4)</sup>                                | 09/03/2009  | Common Stock | 3                   |
| Stock Options (Right to Buy)               | \$ 15.375  | 08/20/2009                           |  | M                              | 33,400  | 09/03/2000 <sup>(3)</sup>                                | 09/03/2009  | Common Stock | 3                   |

