

Alderson Christopher D
 Form 4
 February 22, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Alderson Christopher D

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)
 02/20/2019

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ 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)
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 02/20/2019 | | M | | 689 | A | \$ 70.33 | 401,164.158 | D | |
| Common Stock | 02/20/2019 | | M | | 41,639 | A | \$ 48.56 | 442,803.158 | D | |
| Common Stock | 02/20/2019 | | M | | 20,819 | A | \$ 59.0693 | 463,622.158 | D | |
| Common Stock | 02/20/2019 | | M | | 20,819 | A | \$ 60.7984 | 484,441.158 | D | |
| Common Stock | 02/20/2019 | | M | | 20,499 | A | \$ 69.6708 | 504,940.158 | D | |

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| | | | | | | | |
|--------|------------|---|---------|---|------------|-------------|---|
| Common | | | | | \$ | | |
| Stock | 02/20/2019 | S | 104,465 | D | 96.9444 | 400,475.158 | D |
| | | | | | <u>(1)</u> | | |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 70.33 | 02/20/2019 | | M | 689 | 11/01/2012 ⁽²⁾ 02/17/2021 | Common Stock 689 |
| Stock Options (Right to Buy) | \$ 48.56 | 02/20/2019 | | M | 41,639 | 11/01/2012 ⁽³⁾ 09/08/2021 | Common Stock 41,639 |
| Stock Options (Right to Buy) | \$ 59.0693 | 02/20/2019 | | M | 20,819 | 12/10/2013 ⁽⁴⁾ 02/23/2022 | Common Stock 20,819 |
| Stock Options (Right to Buy) | \$ 60.7984 | 02/20/2019 | | M | 20,819 | 12/10/2013 ⁽⁵⁾ 09/06/2022 | Common Stock 20,819 |
| Stock Options (Right to Buy) | \$ 69.6708 | 02/20/2019 | | M | 20,499 | 12/10/2014 ⁽⁶⁾ 02/21/2023 | Common Stock 20,499 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Alderson Christopher D 100 E. PRATT STREET BALTIMORE, MD 21202 | | | Vice President | |

Signatures

/s/ Christopher D.
Alderson 02/22/2019

__Signature of Reporting Date
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).
- (1) The range of prices for this transaction were \$96.65 to \$97.40. 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) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2012.
 - (3) 09/8/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2012.
 - (4) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
 - (5) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
 - (6) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

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.