

Stromberg William J
Form 4
February 22, 2011

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 *
Stromberg William 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)

T. ROWE PRICE GROUP,
INC., P.O. BOX 89000

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

(Street)

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

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	01/31/2011		A	V	136.537	A	\$ 64.5794 (1)	860,815.423 D
Common Stock	02/18/2011		G	V	8,000	D	\$ 0	852,815.423 D
Common Stock	02/18/2011		M		22,474	A	\$ 36.495	875,289.423 D
Common Stock	02/18/2011		M		9,358	A	\$ 43.82	884,647.423 D
	02/18/2011		M		5,146	A	\$ 60.56	889,793.423 D

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Common
Stock

Common Stock	02/18/2011	M	7,895	A	\$ 53.38	897,688.423	D
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Common Stock	02/18/2011	F	33,979	D	\$ 71.1	863,709.423	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to Buy)	\$ 70.33	02/17/2011		A	42,500	11/01/2012 ⁽²⁾ 02/17/2021	Common Stock
Stock Options (Right to Buy)	\$ 36.495	02/18/2011		M	22,474	01/03/2006 ⁽³⁾ 07/30/2012	Common Stock
Stock Options (Right to Buy)	\$ 43.82	02/18/2011		M	9,358	08/15/2006 ⁽⁴⁾ 07/30/2012	Common Stock
Stock Options (Right to Buy)	\$ 60.56	02/18/2011		M	5,146	04/28/2008 ⁽⁵⁾ 07/30/2012	Common Stock
Stock Options (Right to Buy)	\$ 53.38	02/18/2011		M	7,895	12/22/2009 ⁽⁶⁾ 12/11/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stromberg William J T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			Vice President	

Signatures

/s/ William J.
Stromberg

02/22/2011

__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 12/28/10, 12/31/10 and 01/31/11 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.
- (3) 01/03/2006 Replenishment Grant - option vests 100% immediately.
- (4) 08/15/2006 Replenishment Grant - option vests 100% immediately.
- (5) 04/28/2008 Replenishment Grant - option vests 100% immediately.
- (6) 12/22/2009 Replenishment Grant - The 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.

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