

BERNARD EDWARD C

Form 4

February 22, 2013

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERNARD EDWARD 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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Vice COB & Vice President

(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<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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/20/2013                              |                                                             | A                                    | V 7,500 <sup>(1)</sup>                                                  | A \$ 0                                                                                                             | 519,329.37                                                              | D                                                                 |
| Common<br>Stock                       | 02/21/2013                              |                                                             | A                                    | V 370.779                                                               | A \$ 64.9836                                                                                                       | 519,700.149                                                             | D                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         | <sup>(2)</sup>                                                                                                     |                                                                         |                                                                   |

Common  
Stock

118,000

I

Edward  
C.  
Bernard  
August  
2011  
Grat

# Edgar Filing: BERNARD EDWARD C - Form 4

|                 |         |   |                                                |
|-----------------|---------|---|------------------------------------------------|
| Common<br>Stock | 77,500  | I | 2012<br>Ellen N.<br>Bernard<br>Family<br>Trust |
| Common<br>Stock | 151,963 | I | 2008<br>Bernard<br>Family<br>Trust             |
| Common<br>Stock | 60,500  | I | By<br>Spouse                                   |

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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 71.41                                                              | 02/21/2013                              |                                                             | A                                       |                                                                                                              | 22,500                                                         |     | 12/10/2014 <sup>(3)</sup>                                           | 02/21/2023         | Common<br>Stock | 22,500                              |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                                   |
|---------------------------------------------------------------------------------------------|-------------------------------------------------|
|                                                                                             | Director      10% Owner      Officer      Other |
| BERNARD EDWARD C<br>T. ROWE PRICE GROUP, INC.<br>P.O. BOX 89000<br>BALTIMORE, MD 21289-0320 | X<br><br>Vice COB &<br>Vice<br>President        |

## Signatures

/s/ Edward C.  
Bernard

02/22/2013

\_\_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).

- On 02/20/2013, the Executive Compensation Committee certified that the performance threshold on performance-based restricted stock
- (1) units has been met. The units are settled in shares of common stock upon vesting. The units vest 20% annually over 5 years beginning on 12/10/2013.
  - (2) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
  - (3) 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.