

WHITTEMORE ANNE M
Form 4
September 19, 2012

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, 2015
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * WHITTEMORE ANNE M
2. Issuer Name and Ticker or Trading Symbol PRICE T ROWE GROUP INC [TROW]
3. Date of Earliest Transaction 09/18/2012
4. If Amendment, Date Original Filed (Month/Day/Year)
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)			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	09/18/2012		M			5,000	A	\$ 15.26	11,722	D	Direct
Common Stock	09/18/2012		M			5,000	A	\$ 20.82	16,722	D	Direct
Common Stock	09/18/2012		M			5,000	A	\$ 25.64	21,722	D	Direct
Common Stock	09/18/2012		M			5,000	A	\$ 27.885	26,722	D	Direct
Common Stock	09/18/2012		S			20,000	D	\$ 64.4293	6,722	D	Direct

(1)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					V	(D)	Date Exercisable	Expiration Date		
Non-qualified Stock Option (Right to Buy)	\$ 15.26	09/18/2012		M		5,000	04/30/2004	04/30/2013	Common Stock	5,000
Non-qualified Stock Option (Right to Buy)	\$ 20.82	09/18/2012		M		5,000	10/29/2004	10/29/2013	Common Stock	5,000
Stock Options (Right to Buy)	\$ 25.64	09/18/2012		M		5,000	04/30/2005	04/30/2014	Common Stock	5,000
Stock Options (Right to Buy)	\$ 27.885	09/18/2012		M		5,000	10/29/2005	10/29/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITTEMORE ANNE M T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X			

Signatures

/s/ Power of Attorney, Steven J.
Banks

09/19/2012

__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) The range of prices for this transaction was \$64.60 to \$64.70. 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.

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.