

David Scott B  
Form 4  
April 29, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
David Scott B

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)  
04/25/2019

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice President

(Street)

BALTIMORE, MD 21289-0320

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

(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)		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	04/25/2019		A	V	55.582	A \$ 97.3956 (1)	48,454.125	D	
Common Stock	04/25/2019		M		1,896	A \$ 69.6708	50,350.125	D	
Common Stock	04/25/2019		M		3,331	A \$ 70.2854	53,681.125	D	
Common Stock	04/25/2019		M		13,324	A \$ 77.9443	67,005.125	D	
	04/25/2019		M		13,324	A	80,329.125	D	

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Common Stock					\$ 78.4418		
Common Stock	04/25/2019		M	9,993	A	\$ 80.9492	90,322.125 D
Common Stock	04/25/2019		M	3,250	A	\$ 70.92	93,572.125 D
Common Stock	04/25/2019		S	45,118	D	\$ 107.882 <u>(2)</u>	48,454.125 D
Common Stock	04/25/2019		M	1,434	A	\$ 69.6708	49,888.125 D
Common Stock	04/25/2019		F	927	D	\$ 107.66	48,961.125 D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 80.9492	04/25/2019		M	9,993	<u>(3)</u> 02/19/2025	Common Stock	9,993
Stock Options (Right to Buy)	\$ 78.4418	04/25/2019		M	13,324	<u>(4)</u> 09/09/2024	Common Stock	13,324
Stock Options (Right to Buy)	\$ 77.9443	04/25/2019		M	13,324	<u>(5)</u> 02/19/2024	Common Stock	13,324



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