MORELAND KENNETH V
Form 4
January 04, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORELAND KENNETH V

(Last) (First) (Middle)

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

(Street)

BALTIMORE, MD 21289-0320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRICE T ROWE GROUP INC [TROW]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CFO & Vice President

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) (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	01/02/2018		A		12.704	A	$ 105.3369 (1)	100,795.615	D	
Common Stock	01/02/2018		M		921	A	$ 60.7984	101,716.615	D	
Common Stock	01/02/2018		M		1,230	A	$ 69.6708	102,946.615	D	
Common Stock	01/02/2018		M		1,229	A	$ 70.2854	104,175.615	D	
	01/02/2018		M		1,179	A	$ 77.9443	105,354.615	D	

Common Stock								
Common Stock	01/02/2018		M	1,179	A	$ 78.4418	106,533.615	D
Common Stock	01/02/2018		M	1,179	A	$ 80.9492	107,712.615	D
Common Stock	01/02/2018		M	1,149	A	$ 70.92	108,861.615	D
Common Stock	01/02/2018		M	1,479	A	$ 67.5613	110,340.615	D
Common Stock	01/02/2018		M	1,300	A	$ 59.0693	111,640.615	D
Common Stock	01/02/2018		M	379	A	$ 60.7984	112,019.615	D
Common Stock	01/02/2018		M	2	A	$ 70.2854	112,021.615	D
Common Stock	01/02/2018		M	1	A	$ 70.92	112,022.615	D
Common Stock	01/02/2018		F	1,937	D	$ 103.08	110,085.615	D
Common Stock	01/02/2018		S	8,066	D	$ 104.1201 (2)	102,019.615	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	$ 60.7984	01/02/2018	M	921	12/10/2013[3]	09/06/2022	Common Stock	921
Stock Options (Right to Buy)	$ 69.6708	01/02/2018	M	1,230	12/10/2014[4]	02/21/2023	Common Stock	1,230
Stock Options (Right to Buy)	$ 70.2854	01/02/2018	M	1,229	12/10/2014[5]	09/10/2023	Common Stock	1,229
Stock Options (Right to Buy)	$ 77.9443	01/02/2018	M	1,179	12/10/2015[6]	02/19/2024	Common Stock	1,179
Stock Options (Right to Buy)	$ 78.4418	01/02/2018	M	1,179	12/10/2015[7]	09/09/2024	Common Stock	1,179
Stock Options (Right to Buy)	$ 80.9492	01/02/2018	M	1,179	12/09/2016[8]	02/19/2025	Common Stock	1,179
Stock Options (Right to Buy)	$ 70.92	01/02/2018	M	1,149	12/09/2016[9]	09/10/2025	Common Stock	1,149
Stock Options (Right to Buy)	$ 67.5613	01/02/2018	M	1,479	11/01/2012[10]	02/17/2021	Common Stock	1,479
Stock Options (Right to Buy)	$ 59.0693	01/02/2018	M	1,300	12/10/2013[11]	02/23/2022	Common Stock	1,300
Stock Options (Right to Buy)	$ 60.7984	01/02/2018	M	379	12/10/2013[3]	09/06/2022	Common Stock	379
Stock Options (Right to Buy)	$ 70.2854	01/02/2018	M	2	12/10/2014[5]	09/10/2023	Common Stock	2
	$ 70.92	01/02/2018	M	1	12/09/2016[9]	09/10/2025		1

Stock Options (Right to Buy)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORELAND KENNETH V T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320			CFO & Vice President	

Signatures

/s/ Kenneth V. Moreland, Chief Financial Officer	01/04/2018
**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) ESPP - Shares purchased pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

(2) The range of prices for this transaction were $104.11 to $104.18. 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.

(3) 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

(4) 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(5) 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

(6) 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(7) 09/09/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

(8) 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

(9) 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/09/2016.

(10) 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/2012.

(11) 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

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