

PRICE T ROWE GROUP INC  
Form 4  
July 17, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
VIETH CHARLES E

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)  
100 E. PRATT STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/30/2006

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

BALTIMORE, MD 21202

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	06/30/2006		A	V 196.277 A \$ 0	728,795.363	D	
					(1) (2)		

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)**

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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
Incentive Stock Option (right to buy)	\$ 9					<u>(3)</u>	11/18/2006	Common Stock	10,800
Incentive Stock Option (right to buy)	\$ 12.85					<u>(5)</u>	09/21/2011	Common Stock	7,600
Incentive Stock Option (right to buy)	\$ 13.67					<u>(6)</u>	07/30/2012	Common Stock	4,000
Incentive Stock Option (right to buy)	\$ 15.375					<u>(7)</u>	09/03/2009	Common Stock	6,600
Incentive Stock Option (right to buy)	\$ 15.6875					<u>(8)</u>	11/18/2007	Common Stock	6,000
Incentive Stock Option (right to buy)	\$ 17.875					<u>(9)</u>	12/21/2008	Common Stock	5,600
Incentive Stock Option (right to buy)	\$ 19.5					<u>(10)</u>	11/20/2010	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 9					<u>(3)</u>	11/18/2006	Common Stock	89,200
Non-Qualified Stock Option (right to buy)	\$ 12.85					<u>(5)</u>	09/21/2011	Common Stock	32,400
Non-Qualified Stock Option (right to buy)	\$ 13.67					<u>(6)</u>	07/30/2012	Common Stock	16,000
Non-Qualified Stock Option	\$ 15.375					<u>(7)</u>	09/03/2009	Common Stock	53,400

