

KENNEDY JAMES A C  
Form 4  
December 11, 2012

**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 \*  
KENNEDY JAMES A 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & President

(Last) (First) (Middle)  
T. ROWE PRICE GROUP,  
INC., P.O. BOX 89000  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2012

BALTIMORE, MD 21289-0320

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

(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) (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	12/07/2012		A	V	18.098	A	\$ 64.4635 (1)	885,748.823	D	
Common Stock	12/07/2012		M		60,000	A	\$ 30.775	474,022	I	James A.C. Kennedy LLC
Common Stock	12/07/2012		F		28,477	D	\$ 64.84	445,545	I	James A.C. Kennedy LLC

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Common Stock	12/10/2012	M	1,960	A	\$ 50.02	887,708.823	D	
Common Stock						241,335	I	2010 Kennedy Grantor Retained Annuity Trust
Common Stock						713,000	I	2011 Grantor Retained Annuity Trust VI
Common Stock						485,119	I	2008 Kennedy Family Trust

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.775	12/07/2012		M	60,000	12/20/2005 <sup>(2)</sup>	12/20/2014	Common Stock	60,000
Stock Options (Right to Buy)	\$ 50.02	12/10/2012		M	1,960	09/06/2008 <sup>(4)</sup>	09/06/2017	Common Stock	1,960
Stock Options	\$ 30.775					12/20/2005 <sup>(2)</sup>	12/20/2014	Common Stock	36,800

