

BERNARD EDWARD C  
Form 4  
May 25, 2007

**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 \*  
BERNARD EDWARD 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice COB & Vice President

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

(Street)

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

BALTIMORE, MD 21289-0320

(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)
Common Stock	04/30/2007		A	V	114,481 A \$ 0 <sup>(1)</sup>	650,839.58	D
Common Stock	05/24/2007		M		15,400 A \$ 12.85	666,239.58	D
Common Stock	05/24/2007		M		124,400 A \$ 17.875	790,639.58	D
Common Stock	05/24/2007		M		43,958 A \$ 33.545	834,597.58	D
Common Stock	05/24/2007		F		125,568 D \$ 49.08	709,029.58	D

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Common Stock 48,000 I By Spouse

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.85	05/24/2007		M		15,400		(2)	09/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.875	05/24/2007		M		124,400		(3)	12/21/2008	Common Stock
Stock Options (Right to buy)	\$ 33.545	05/24/2007		M		43,958		(4)	11/18/2007	Common Stock
Stock Options (Right to buy)	\$ 49.08	05/24/2007		A		45,306		(5)	12/21/2008	Common Stock
Stock Options (Right to buy)	\$ 49.08	05/24/2007		A		4,031		(5)	09/21/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNARD EDWARD C T. ROWE PRICE GROUP, INC. P.O. BOX 89000 BALTIMORE, MD 21289-0320	X		Vice COB & Vice President	

Signatures

BARBARA A. VAN HORN, BY POWER OF ATTORNEY 05/25/2007

\*\*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).
- (2) 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on September 21, 2002.
- (3) 12/21/1998 Grant - The option vests 20% annually over a 5 year period beginning on 12/21/1999.
- (4) 11/03/2005 Replenishment Grant - option vests 100% immediately.
- (1) ESPP - Shares acquired on 03/30/2007, 04/09/2007 and 04/30/2007 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Share purchased at \$47.3102, \$48.5325 and \$49.9335 per share.
- (5) 05/24/2007 Replenishment Grant - option vests 100% immediately.

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.