

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**  
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### REPORTING OWNER

#### **ROGERS BRIAN C**

CIK: **1203074**

Type: **4** | Act: **34** | File No.: **033-07012-99** | Film No.: **06512149**

Mailing Address

*T ROWE PRICE GROUP INC  
100 E PRATT ST  
BALTIMORE MD 21202*

### ISSUER

#### **PRICE T ROWE GROUP INC**

CIK: **1113169** | IRS No.: **522264646** | State of Incorp.: **MD** | Fiscal Year End: **1231**  
SIC: **6200** Security & commodity brokers, dealers, exchanges & services

Mailing Address

*100 E PRATT ST  
BALTIMORE MD 21202*

Business Address

*100 E PRATT ST  
BALTIMORE MD 21202  
4103452000*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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

1. Name and Address of Reporting Person <b>ROGERS BRIAN C</b>			2. Issuer Name and Ticker or Trading Symbol <b>PRICE T ROWE GROUP INC [TROW]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/04/2006</b>			
100 E. PRATT STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
BALTIMORE, MD 21202						
(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)			
Common Stock	01/04/2006		M		49,000	A	\$25.7	951,815	D
Common Stock	01/04/2006		E		29,904	D	\$73.32	921,911	D

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$25.7	01/04/2006		M		49,000		09/21/2002 <sup>(1)</sup>	09/21/2011	Common Stock	49,000	\$ 0	12,200	D
Stock Options (Right to buy)	\$73.32	01/04/2006		A		17,175		01/04/2006 <sup>(2)</sup>	09/21/2011	Common Stock	17,175	\$ 0	17,175	D

**Explanation of Responses:**

1. 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.

2. 01/04/2006 Replenishment Grant - option vest 100% immediately.

**Signatures**

BRIAN C ROGERS

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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