

PRICE T ROWE GROUP INC

Form 4

June 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER MARY J

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)
03/17/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

BALTIMORE, MD 21202

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	01/31/2005		A	V	270.282	A	\$ 0 ⁽¹⁾	351,089.104 D
Common Stock	03/17/2005		M		7,600	A	\$ 13.0625	358,689.104 D
Common Stock	03/17/2005		M		16,000	A	\$ 13.0625	374,689.104 D
Common Stock	03/17/2005		F		3,409	D	\$ 61.3	371,280.104 D

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Common Stock			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares of Common Stock
Stock Options (Right to buy)	\$ 13.0625	03/17/2005		M		16,000		11/01/1996 ⁽²⁾	11/01/2005	Common Stock	16,000
Stock Options (Right to buy)	\$ 13.0625	03/17/2005		M		7,600		11/01/1996 ⁽²⁾	11/01/2005	Common Stock	7,600
Stock Options (Right to buy)	\$ 61.3	03/17/2005		A		3,409		03/17/2005 ⁽³⁾	11/01/2005	Common Stock	3,409

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLER MARY J 100 E. PRATT STREET BALTIMORE, MD 21202	Vice President

Signatures

MARY J
MILLER 06/14/2005

**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).

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- (2) 11/01/1995 Grant - The option vests 20% annually over a 5 year period beginning on 11/01/1996.

ESPP - Shares acquired on 01/31/2005, 02/28/2005, 03/31/2005, 04/08/2005, 04/29/2005 and 05/31/2005 pursuant to the T. Rowe Price

- (1) Group, Inc. Employee Stock Purchase Plan. Shares were purchased at \$59.6448, \$60.9786, \$59.2619, \$58.8129, \$54.8854 and \$59.4033 per share, respectively.

- (3) 3/17/2005 Replenishment Grant - Option vest 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.

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