Instruction 1(b).

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     McCormick Andrew C.						2. Issuer Name and Ticker or Trading Symbol PRICE T ROWE GROUP INC [ TROW ]									all applicable) Director		10% O	wner	
`	(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 12/10/2020									below)		below)	эреспу	
					4. If Amendment, Date of Original Filed (Month/Day/Year) 12/14/2020									Form Form	filed by One Reporting Person filed by More than One Reporting				
	Table	I - No	n-Deriva	tive S	Secui	rities	Acc	quired	l, Dis	posed of	, or E	Benefic	ially	Own	ed				
Date				Execution Dat Year) if any		ate,	Transaction Disposed Of Code (Instr. 5)				4 and Secur Benef Owne		ties cially I Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) o (D)	r Price	Trans		action(s)			(111311. 4)	
Common Stock 12/10/2				)20		F		2,576(1)	D	\$149	49.34 57		,710.137		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any	xecution Date, any Month/Day/Year)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amoun or Numbe of		nt er		derivative Securities Beneficially Owned Following Reported	y	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(Final Mark And Mark	(First) (First	(First) (Middle) RATT STREET  MORE MD 21202  (State) (Zip)  Table I - Note that the state of the	(First) (Middle)  RATT STREET  MORE MD 21202  (State) (Zip)  Table I - Non-Derivation (Month/Day)  Stock 12/10/2  Table II - Derivation (e.g., pt. (Month/Day/Year))  2. Table II - Derivation (e.g., pt. (Month/Day/Year))	mick Andrew C.  (First) (Middle)  RATT STREET  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (e.g., puts, carrier of Date (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, carrier of Date (Month/Day/Year)  3. Date (Month/Day/Year)  Stock  4. If / 12/10  2. Transaction Date (Month/Day/Year)  Stock  4. Transaction Date (if any (Month/Day/Year)  2. Conversion of Exercise Price of Derivative Security  3. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Date (Month/Day/Year)	mick Andrew C.  (First) (Middle)  RATT STREET  4. If Amend 12/14/202  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  12/10/2020  Table II - Derivative Security (e.g., puts, calls, very price of Derivative (Month/Day/Year) (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Date of E 12/10/202	mick Andrew C.  (First) (Middle)  RATT STREET  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra)  A. Transaction Code (Instr. 8)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra)  (e.g., puts, calls, warra)  (Instr. 8)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra)  (e.g., puts, calls, warra)  (Instr. 8)	mick Andrew C.  (First) (Middle)  RATT STREET  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  3. Date of Earliest Trans 12/10/2020  4. If Amendment, Date of 12/14/2020  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Trans 12/10/2020  4. If Amendment, Date of 12/14/2020  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Trans 12/10/2020  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  5. Number of of perivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	PRICE T ROWE GROWN	PRICE T ROWE GROUP	PRICE T ROWE GROUP INC   Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (e.g., puts, calls, warrants, options, convertib)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Transaction Code (Instr. 8)   5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   Date Expiration Date (Month/Day/Year)   Expiration Date (Month/Day/Year)   Expiration Date (Month/Day/Year)   Date Expiration Date (Month/Day/Year)   Expiration Date (Month/Day/Year)   Date Expiration	PRICE T ROWE GROUP INC   TROW	PRICE T ROWE GROUP INC   TROW   Code   Transaction   Tra	PRICE T ROWE GROUP INC   TROW   Check	PRICE T ROWE GROUP INC [TROW]    Check all app Direc	PRICE T ROWE GROUP INC   TROW   Check all applicable   Director   X Officer (give title below)   Vice P	PRICE T ROWE GROUP INC   TROW   Check all applicable   Director   Check all applicable   Director   Check all applicable   Director   X Officer (give title below)   Vice Presid	PRICE T ROWE GROUP INC [ TROW ]  (First) (Middle)  RATT STREET  3. Date of Earliest Transaction (Month/Day/Year) 12/10/2020  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 5) (Instr. 3) (Instr. 3) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 5) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4)  Table II - Derivative Securities Acquired (A) or Code (Instr. 5) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4)	

## **Explanation of Responses:**

1. On December 14, 2020, a Form 4 was filed with the incorrect number of shares reported and therefore the incorrect number of shares owned after the transaction.

## Remarks:

Cheryl L. Emory, Assistant Corporate Secretary, as attorney in fact for McCormick Andrew C.

12/28/2020

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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 Number.