

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

<b>1. Name and Address of Reporting Person*</b> <u>CROTEAU JOSEPH P</u>  (Last) (First) (Middle) <u>100 E. PRATT STREET</u>  (Street) <u>BALTIMORE MD 21202</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PRICE T ROWE GROUP INC [ TROW ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and Treasurer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>04/30/2003</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	04/30/2003		A	V	131,537	A	\$0 <sup>(1)</sup>	64,995.852	D	
Common Stock	09/24/2003		M		3,000	A	\$25.7	67,995.852	D	
Common Stock	09/24/2003		M		1,500	A	\$27.34	69,495.852	D	
Common Stock	09/24/2003		F		3,341	D	\$42.9	66,154.852	D	
Common Stock								60,750	I	By Spouse

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$25.7	09/24/2003		M			3,000 <sup>(2)</sup>	09/21/2002	09/21/2011	Common Stock	3,000	\$0	2,100 <sup>(2)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$27.34	09/24/2003		M			1,500 <sup>(3)</sup>	07/30/2003	07/30/2012	Common Stock	1,500	\$0	3,000 <sup>(3)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$42.9	09/24/2003		A			1,797 <sup>(4)</sup>	09/24/2003	09/21/2011	Common Stock	1,797	\$0	1,797	D	
Non-Qualified Stock Option (right to buy)	\$42.9	09/24/2003		A			955 <sup>(4)</sup>	09/24/2003	07/30/2012	Common Stock	955	\$0	955	D	

**Explanation of Responses:**

- ESPP - Shares acquired 04/30/2003 through 08/29/2003 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares ranged from \$30.5170 to \$42.1880 per share.
- 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on September 21, 2002.
- 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on July 30, 2003.
- 09/24/2003 Replenishment Grant - option vest 100% immediately.

JOSEPH P CROTEAU

09/25/2003

\*\* Signature of Reporting Person

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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