

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
TO

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

T. ROWE PRICE GROUP, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
Incorporation or organization)

52-2264646
(I.R.S. Employer Identification No.)

100 East Pratt Street
Baltimore, Maryland
(Address of principal executive offices)

21202
(Zip Code)

T. ROWE PRICE GROUP, INC. 1996 STOCK INCENTIVE PLAN
(Full title of plan)

(Name, address and telephone
number of agent for service)
George A. Roche
Chairman of the Board and President
T. Rowe Price Group, Inc.
100 East Pratt Street
Baltimore, Maryland 21202
(410) 345-2000

(Copy to:)
Robert W. Smith, Jr., Esquire
Piper Rudnick LLP
6225 Smith Avenue
Baltimore, Maryland 21209-3600
(410) 580-3000

EXPLANATORY NOTES

The Registrant is filing this Post-Effective Amendment No. 3 to deregister certain securities originally registered pursuant to the Registration Statement on Form S-8 filed on January 24, 1997 (file no. 33-20333) with respect to shares of the Registrant's Common Stock, par value \$.20 per share (the "Common Stock"), thereby registered for offer or sale pursuant to the Registrant's 1996 Stock Incentive Plan (the "1996 Plan").

The Registrant has since adopted two new stock incentive plans, the T. Rowe Price Group, Inc. 2001 Stock Incentive Plan (the "2001 Plan") and the T. Rowe Price Group, Inc. 2004 Stock Incentive Plan (the "2004 Plan"). The 1996 Plan was terminated effective as of April 5, 2001. Since that date to the date of this filing, awards with respect to 1,383,910 shares under the 1996 Plan were forfeited, expired or were canceled under the terms of the 1996 Plan (the "Carried Forward Shares").

Contemporaneously with the filing of this Post-Effective Amendment No. 3, the Registrant is filing Registration Statements on Form S-8 to register the Carried Forward Shares for offer or sale pursuant to the 2001 Plan or the 2004 Plan, as applicable. In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 3 is hereby filed to reallocate the Carried Forward Shares from the 1996 Plan to the 2001 Plan or the 2004 Plan.

This Post-Effective Amendment to the Registration Statement shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, T. Rowe Price Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 3 to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on this 1st day of December, 2004.

T. ROWE PRICE GROUP, INC.

By: /s/ Barbara A. Van Horn
Barbara A. Van Horn, as Attorney-in-Fact for
George A. Roche
Chairman of the Board and President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u>		
<u>George A. Roche</u>	George A. Roche Chairman of the Board and President (Principal Executive Officer)	
<u>*</u>		
<u>Kenneth V. Moreland</u>	Kenneth V. Moreland Chief Financial Officer (Principal Financial Officer)	
<u>*</u>		
<u>Joseph P. Croteau</u>	Joseph P. Croteau Treasurer (Principal Accounting Officer)	
<u>* By: /s/ Barbara A. Van Horn,</u>	As Attorney-in-Fact	December 1, 2004
<u>Barbara A. Van Horn</u>		

A majority of the Board of Directors:

Edward C. Bernard, James T. Brady, J. Alfred Broaddus, Jr., D. William J. Garrett, Donald B. Hebb, Jr., James A.C. Kennedy, James S. Riepe, George A. Roche, Brian C. Rogers, Dr. Alfred Sommer, Dwight S. Taylor, Anne Marie Whittemore

/s/ Barbara A. Van Horn As Attorney-in-Fact December 1, 2004
Barbara A. Van Horn

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
24	Power of Attorney (filed herewith).

T. ROWE PRICE GROUP, INC.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of T. Rowe Price Group, Inc., a Maryland corporation, constitute and appoint George A. Roche, Joseph P. Croteau and Barbara A. Van Horn, or any one of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned in their respective names as directors and officers of T. Rowe Price Group, Inc., its Registration Statement on Form S-8, any amendment (including post-effective amendments) or supplement thereto, and any Post-Effective Amendments to Registration Statements on Form S-8, relating to the offer and sale of common stock of T. Rowe Price Group, Inc. pursuant to the 2004 Stock Incentive Plan, its Registration Statement on Form S-8, any amendment (including post-effective amendments) or supplement thereto, and any Post-Effective Amendments to Registration Statements on Form S-8, relating to the offer and sale of common stock of T. Rowe Price Group, Inc. pursuant to the 2001 Stock Incentive Plan, its Post-Effective Amendment No. 3 to Form S-8 for the 1996 Stock Incentive Plan, its Post-Effective Amendment No. 3 to Form S-8 for the 1993 Stock Incentive Plan, and its Post-Effective Amendment No. 2 to Form S-8 for the 1990 Stock Incentive Plan, to be filed with the Securities and Exchange Commission under the Securities Act of 1933. We hereby confirm all acts taken by such agents and attorneys-in-fact, or any one or more of them, as herein authorized.

Signature	Title	Date
/s/ George A. Roche	Chairman of the Board and President (Principal Executive Officer)	December 1, 2004
George A. Roche		
/s/ Kenneth V. Moreland	Chief Financial Officer (Principal Financial Officer)	December 1, 2004
Kenneth V. Moreland		
/s/ Joseph P. Croteau	Treasurer (Principal Accounting Officer)	December 1, 2004
Joseph P. Croteau		
/s/ Edward C. Bernard	Director	December 1, 2004
Edward C. Bernard		
/s/ James T. Brady	Director	December 1, 2004
James T. Brady		
/s/ J. Alfred Broaddus, Jr.	Director	December 1, 2004
J. Alfred Broaddus, Jr.		
/s/ D. William J. Garrett	Director	December 1, 2004
D. William J. Garrett		
/s/ Donald B. Hebb, Jr.	Director	December 1, 2004
Donald B. Hebb, Jr.		
/s/ James A.C. Kennedy	Director	December 1, 2004
James A.C. Kennedy		

Signature	Title	Date
/s/ James S. Riepe	Director	December 1, 2004
James S. Riepe /s/ Brian C. Rogers	Director	December 1, 2004
Brian C. Rogers /s/ Dr. Alfred Sommer	Director	December 1, 2004
Dr. Alfred Sommer /s/ Dwight S. Taylor	Director	December 1, 2004
Dwight S. Taylor /s/ Anne Marie Whittemore	Director	December 1, 2004
Anne Marie Whittemore		