

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

1. Name and Address of Reporting Person* <u>Jackson Stephon A.</u> <hr/> (Last) (First) (Middle) <u>100 E. PRATT STREET</u> <hr/> (Street) <u>BALTIMORE MD 21202</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>PRICE T ROWE GROUP INC [TROW]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2022</u>					
			4. If Amendment, Date of 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		

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	09/01/2022		M		867	A	\$59.8704	61,578.795	D	
Common Stock	09/01/2022		M		2,829	A	\$59.8704	64,407.795	D	
Common Stock	09/01/2022		F		437	D	\$119	63,970.795	D	
Common Stock	09/01/2022		F		1,886	D	\$119	62,084.795	D	
Common Stock	09/01/2022		A	V	212.5815	A	\$129.0462 ⁽¹⁾	62,297.3765	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: 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				
Stock Option	\$59.8704	09/01/2022		M			2,829	(2)	09/06/2022	Common Stock	2,829	\$0.00	0.00	D	
Stock Option	\$59.8704	09/01/2022		M			867	(2)	09/06/2022	Common Stock	867	\$0.00	0.00	D	

Explanation of Responses:

1. Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
2. 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.

Remarks:

Cheryl L. Emory, Assistant
Corporate Secretary, as
attorney in fact for Jackson,
Stephon A.

09/02/2022

** 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.

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.

LIMITED POWER OF ATTORNEY

THE UNDERSIGNED, Stephon A. Jackson, hereby constitutes and appoints, with full power of substitution, the Chief Executive Officer, the Chairman, the Vice Chairman, the Chief Financial Officer, the Director of Corporate Services, the Secretary or Assistant Secretary of the Corporation of T. Rowe Price Group, Inc. (the "Corporation"), the true and lawful attorney-in-fact of the undersigned, with full power and authority in the name of and for and on behalf of the undersigned to execute and file any Form 4 or Form 5 for the purpose of reporting securities transactions to the Securities and Exchange Commission under Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney is made under, and shall be governed pursuant to, the laws of the State of Maryland.

Date: 1/4/2021

/s/Stephon A. Jackson
Stephon A. Jackson