

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

## OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Thomson Andrew Justin Mackenzie</u>  (Last) (First) (Middle) <u>100 E. PRATT STREET</u>  (Street) <u>BALTIMORE MD 21202</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>PRICE T ROWE GROUP INC [ TROW ]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u>  5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	133,103	D	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to buy)	(1)	02/17/2021	Common Stock	23,421	23,421	D	
Stock Options (Right to buy)	(2)	09/08/2021	Common Stock	23,421	23,421	D	
Stock Options (Right to buy)	(3)	02/22/2022	Common Stock	11,710	59.0693	D	
Stock Options (Right to buy)	(4)	09/06/2022	Common Stock	11,710	60.7984	D	
Stock Options (Right to buy)	(5)	02/21/2023	Common Stock	11,787	69.6708	D	
Stock Options (Right to buy)	(6)	09/10/2023	Common Stock	11,787	70.2854	D	
Stock Options (Right to buy)	(7)	02/19/2024	Common Stock	11,787	77.9443	D	
Stock Options (Right to buy)	(8)	09/09/2024	Common Stock	11,787	78.4418	D	
Stock Options (Right to buy)	(9)	02/19/2025	Common Stock	13,324	80.9492	D	
Stock Options (Right to buy)	(10)	09/10/2025	Common Stock	13,000	70.92	D	

## Explanation of Responses:

- 02/17/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2012.
- 09/8/2011 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2012.
- 02/23/2012 Grant - The option vests 20% annually over a 5 year period beginning on 11/1/2013.
- 09/06/2012 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2013.
- 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
- 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- 9/9/2014 Grant - The option vest 20% annually over a 5 year period beginning on 12/10/2015.
- 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.
- 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.

## Remarks:

Cheryl L. Emory, Assistant 01/11/2021  
Corporate Secretary, as  
attorney in fact for  
Thomson, Andrew Justin  
Mackenzie

\*\* 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 5 (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, Andrew Justin Mackenzie Thomson, 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: 1/5/2021

/s/Andrew Justin Mackenzie Thomson  
Andrew Justin Mackenzie Thomson