

**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

1. Name and Address of Reporting Person* <b>BERNARD EDWARD C</b>			2. Issuer Name and Ticker or Trading Symbol <b>PRICE T ROWE GROUP INC [ TROW ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/03/2005</b>			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		
100 E. PRATT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BALTIMORE MD 21202</b>								
(City) (State) (Zip)								

**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	10/31/2005		A	V	45,029	A	\$0 <sup>(1)</sup>	241,866.825	D	
Common Stock	11/03/2005		M		16,000	A	\$25.7	257,866.825	D	
Common Stock	11/03/2005		M		16,000	A	\$27.34	273,866.825	D	
Common Stock	11/03/2005		M		3,000	A	\$31.375	276,866.825	D	
Common Stock	11/03/2005		M		47,000	A	\$31.375	323,866.825	D	
Common Stock	11/03/2005		F		55,665	D	\$67.09	268,201.825	D	
Common Stock								24,000	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				
Incentive Stock Option (right to buy)	\$31.375	11/03/2005		M			3,000	11/20/1998 <sup>(2)</sup>	11/18/2007	Common Stock	3,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$25.7	11/03/2005		M			16,000	09/21/2002 <sup>(3)</sup>	09/21/2011	Common Stock	16,000	\$0	12,200	D	
Non-Qualified Stock Option (right to buy)	\$27.34	11/03/2005		M			16,000	07/30/2003 <sup>(4)</sup>	07/30/2012	Common Stock	16,000	\$0	28,400	D	
Non-Qualified Stock Option (right to buy)	\$31.375	11/03/2005		M			47,000	11/20/1998 <sup>(2)</sup>	11/18/2007	Common Stock	47,000	\$0	0	D	
Stock Options (Right to buy)	\$67.09	11/03/2005		A			6,129	11/03/2005 <sup>(5)</sup>	09/21/2011	Common Stock	6,129	\$0	6,129	D	
Stock Options (Right to buy)	\$67.09	11/03/2005		A			21,979	11/03/2005 <sup>(5)</sup>	11/18/2007	Common Stock	21,979	\$0	21,979	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 Options (Right to buy)	\$67.09	11/03/2005		A		6,520		11/03/2005 <sup>(5)</sup>	07/30/2012	Common Stock	6,520	\$0	6,520	D	

**Explanation of Responses:**

- ESPP - Shares acquired on 10/07/2005 and 10/31/2005 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares purchased at \$63.8400 and \$65.6668, respectively, per share.
- 11/18/1997 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1998.
- 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.
- 07/30/2002 Grant - The option vests 20% annually over a 5 year period beginning on 07/30/2003.
- 11/03/2005 Replenishment Grant - option vest 100% immediately.

EDWARD C BERNARD

11/04/2005

\*\* 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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