

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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## 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* |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |
| <u>Oestreicher David</u>                 |         |          | <u>PRICE T ROWE GROUP INC [ TROW ]</u>                   |  |  | <input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Corp Secretary and VP</u> |  |  |
| (Last)                                   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| <u>100 E. PRATT STREET</u>               |         |          | <u>01/28/2021</u>  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                |  |  |
| (Street)                                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |  |  |  |
| <u>BALTIMORE MD 21202</u>                |         |          |  |  |  |  |  |  |
| (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                    | 01/28/2021                           |  | M                              |   | 245   | A          | \$70.92                   | 94,251.0669   | D  |   |
| Common Stock                    | 01/28/2021                           |  | M                              |   | 1,024   | A          | \$80.9493                 | 95,275.0669   | D  |   |
| Common Stock                    | 01/28/2021                           |  | M                              |   | 759   | A          | \$70.92                   | 96,034.0669   | D  |   |
| Common Stock                    | 01/28/2021                           |  | F                              |   | 511   | D          | \$162.44                  | 95,523.0669   | D  |   |
| Common Stock                    | 01/28/2021                           |  | F                              |   | 107   | D          | \$162.44                  | 95,416.0669   | D  |   |
| Common Stock                    | 01/28/2021                           |  | F                              |   | 497   | D          | \$162.44                  | 94,919.0669   | D  |   |
| Common Stock                    | 01/28/2021                           |  | A                              | V | 10.863  | A          | \$154.7602 <sup>(1)</sup> | 94,929.9299   | 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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Option                               | \$80.9493  | 01/28/2021                           |  | M                              |   | 1,024  | (2)  | 02/19/2025      | Common Stock  | 1,024                                      | \$0.00   | 0.00  | D  |
| Stock Option                               | \$70.92  | 01/28/2021                           |  | M                              |   | 245  | (3)  | 09/10/2025      | Common Stock  | 245  | \$0.00   | 0.00  | D  |
| Stock Option                               | \$70.92  | 01/28/2021                           |  | M                              |   | 759  | (3)  | 09/10/2025      | Common Stock  | 759  | \$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. 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.  
 3. 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

## Remarks:

Cheryl L. Emory, Assistant  
Corporate Secretary, as  
attorney in fact for Oestreicher 01/29/2021  
David

\*\* 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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