

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>Robert W. Sharps</u> (Last) (First) (Middle) <u>100 E. PRATT STREET</u> (Street) <u>BALTIMORE MD 21202</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/26/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/26/2021		G		2,000	D	\$0.00	470,137.817	D	
Common Stock	08/26/2021		A	V	248.435	A	\$192.3124 ⁽¹⁾	470,386.252	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
Stock Option	\$68.6074 ⁽²⁾	02/21/2013	06/24/2021	A	V	1,456		(3)	02/21/2023	Common Stock	1,456	\$0.00	1,456	D	
Stock Option	\$76.7546 ⁽²⁾	02/19/2014	06/24/2021	A	V	1,301		(4)	02/19/2024	Common Stock	1,301	\$0.00	1,301	D	
Stock Option	\$79.7137 ⁽²⁾	02/19/2015	06/24/2021	A	V	1,254		(5)	02/19/2025	Common Stock	1,254	\$0.00	1,254	D	

Explanation of Responses:

- Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- As required under the relevant plan and option agreements, the strike price and number of shares subject to outstanding stock options were adjusted by 1.5% on June 24, 2021, the ex-dividend date, as a result of a special dividend that was declared by T. Rowe Price Group, Inc.
- 02/21/2013 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.
- 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.

Remarks:

Kathryn L. Reilly, Assistant
Corporate Secretary, as
attorney in fact for Robert W.
Sharps 08/27/2021

** 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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