

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* <b>GOFF MICHAEL A</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) 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>06/04/2004</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	06/04/2004		M		47,000	A	\$31.375	83,483.44	D	
Common Stock	06/04/2004		M		7,900	A	\$30.75	91,383.44	D	
Common Stock	06/04/2004		S		47,000	D	\$48.9634	44,383.44	D	
Common Stock	06/04/2004		S		7,900	D	\$48.9634	36,483.44	D	
Common Stock	06/07/2004		M		40,000	A	\$30.75	76,483.44	D	
Common Stock	06/07/2004		S		10,000	D	\$49.1405	66,483.44	D	
Common Stock	06/07/2004		S		10,000	D	\$49.1533	56,483.44	D	
Common Stock	06/07/2004		S		20,000	D	\$48.9693	36,483.44	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				
Non-Qualified Stock Option (right to buy)	\$30.75	06/04/2004		M		7,900 <sup>(1)</sup>		09/03/2000	09/03/2009	Common Stock	7,900	\$0	48,800	D	
Non-Qualified Stock Option (right to buy)	\$30.75	06/07/2004		M		40,000 <sup>(1)</sup>		09/03/2000	09/03/2009	Common Stock	40,000	\$0	8,800	D	
Non-Qualified Stock Option (right to buy)	\$31.375	06/04/2004		M		47,000 <sup>(2)</sup>		11/20/1998	11/18/2007	Common Stock	47,000	\$0	0	D	

**Explanation of Responses:**

- 1. 09/03/1999 Grant - The option vests 20% annually over a 5 year period beginning on 09/03/2000.
- 2. 11/18/1997 Grant - The option vests 20% annually over a 5 year period beginning on 11/20/1998.

MICHAEL A GOFF

06/08/2004

\*\* 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.