SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Jackson Stephon A. (Last) (First) (Middle) 100 E. PRATT STREET (Street) BALTIMORE MD 21202 (City) (State) (Zip)	PRICE T ROWE GROUP INC [TROW] 3. Date of Earliest Transaction (Month/Day/Year) 09/07/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___ Vice President 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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	09/07/2021		M		3,698	A	$47.8188	53,228.743	D	
Common Stock	09/07/2021		F		1,776	D	$215.04	51,452.743	D	
Common Stock	09/07/2021		A	V	160.635	A	$188.494[1]	51,613.378	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 Option	$47.8188[2]	09/08/2011	06/24/2021	A	V	3,698		[3]	09/08/2021	Common Stock	3,698	$0.00	3,698	D	
Stock Option	$58.1677[2]	02/23/2012	06/24/2021	A	V	2,218		[4]	02/23/2022	Common Stock	2,218	$0.00	2,218	D	
Stock Option	$58.1677[2]	02/23/2012	06/24/2021	A	V	1,478		[4]	02/23/2022	Common Stock	1,478	$0.00	3,696	D	
Stock Option	$59.8704[2]	09/06/2012	06/24/2021	A	V	867		[5]	09/06/2022	Common Stock	867	$0.00	867	D	
Stock Option	$59.8704[2]	09/06/2012	06/24/2021	A	V	2,829		[5]	09/06/2022	Common Stock	2,829	$0.00	3,696	D	
Stock Option	$68.6074[2]	02/21/2013	06/24/2021	A	V	2,729		[6]	02/21/2023	Common Stock	2,729	$0.00	2,729	D	
Stock Option	$68.6074[2]	02/21/2013	06/24/2021	A	V	911		[6]	02/21/2023	Common Stock	911	$0.00	3,640	D	
Stock Option	$69.2127[2]	09/10/2013	06/24/2021	A	V	2,917		[7]	09/10/2023	Common Stock	2,917	$0.00	2,917	D	
Stock Option	$69.2127[2]	09/10/2013	06/24/2021	A	V	724		[7]	09/10/2023	Common Stock	724	$0.00	3,641	D	
Stock Option	$76.7546[2]	02/19/2014	06/24/2021	A	V	2,913		[8]	02/19/2024	Common Stock	2,913	$0.00	2,913	D	
Stock Option	$76.7546[2]	02/19/2014	06/24/2021	A	V	728		[8]	02/19/2024	Common Stock	728	$0.00	3,641	D	
Stock Option	$77.2445[2]	09/09/2014	06/24/2021	A	V	569		[9]	09/09/2014	Common Stock	569	$0.00	569	D	
Stock Option	$77.2445[2]	09/09/2014	06/24/2021	A	V	3,071		[9]	09/09/2024	Common Stock	3,071	$0.00	3,071	D	
Stock Option	$79.7137[2]	02/19/2015	06/24/2021	A	V	831		[10]	02/19/2025	Common Stock	831	$0.00	831	D	
Stock Option	$79.7137[2]	02/19/2015	06/24/2021	A	V	3,329		[10]	02/19/2025	Common Stock	3,329	$0.00	4,160	D	
Stock Option	$69.8375[2]	09/10/2015	06/24/2021	A	V	3,576		[11]	09/10/2025	Common Stock	3,576	$0.00	3,576	D	
Stock Option	$69.8375[2]	09/10/2015	06/24/2021	A	V	485		[11]	09/10/2025	Common Stock	485	$0.00	4,061	D	
Stock Option	$47.8188	09/07/2021		M			3,698	[12]	09/08/2021	Common Stock	3,698	$0.00	0.00	D	

Explanation of Responses:

Remarks:

Cheryl L. Emory, Assistant Corporate Secretary, as attorney in fact for Jackson, Stephon A.	09/09/2021
** Signature of Reporting Person	Date

LIMITED POWER OF ATTORNEY

       THE UNDERSIGNED, Stephon A. Jackson, 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: 1/4/2021

/s/Stephon A. Jackson
Stephon A. Jackson