

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* HRABOWSKI FREEMAN A III (Last) (First) (Middle) T. ROWE PRICE GROUP, INC. 100 E. PRATT STREET (Street) BALTIMORE MD 21202 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PRICE T ROWE GROUP INC [TROW] 3. Date of Earliest Transaction (Month/Day/Year) 06/29/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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
--	--	---

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	06/29/2021		A		83.847 ⁽¹⁾	A	\$197.79	15,439.404	D	
Common Stock								25,328	I	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				
Stock Option	\$78.5896 ⁽²⁾	04/29/2024	06/24/2021	A	V	4,370		04/22/2015	04/29/2024	Common Stock	4,370	\$0.00	4,370	D	
Stock Option	\$76.6873 ⁽²⁾	10/28/2014	06/24/2021	A	V	4,370		04/22/2015	10/28/2024	Common Stock	4,370	\$0.00	4,370	D	
Stock Option	\$81.1422 ⁽²⁾	04/27/2015	06/24/2021	A	V	4,417		04/26/2016	04/27/2025	Common Stock	4,417	\$0.00	4,417	D	
Stock Option	\$72.8212 ⁽²⁾	10/27/2015	06/24/2021	A	V	4,417		04/26/2016	10/27/2025	Common Stock	4,417	\$0.00	4,417	D	
Stock Option	\$74.1408 ⁽²⁾	04/29/2016	06/24/2021	A	V	4,417		04/25/2017	04/29/2026	Common Stock	4,417	\$0.00	4,417	D	
Stock Option	\$62.8458 ⁽²⁾	11/01/2016	06/24/2021	A	V	4,417		04/25/2017	11/01/2026	Common Stock	4,417	\$0.00	4,417	D	

Explanation of Responses:

1. This is pursuant to the T. Rowe Price Group, Inc. 2017 Non-Employee Director Equity Plan with respect to dividends declared by the issuer on it's Common Stock. A portion of these shares were credited as fully-vested dividend reinvestment shares and a portion will be accrued and vest when the corresponding grant vests.
2. 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.

Remarks:

/s/ Power of Attorney Cheryl
L. Emory, Assistant Corporate Secretary 07/01/2021

** 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.

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.