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) |
|---|---|---|
| CROTEAU JOSEPH P | PRICE T ROWE GROUP INC [ TROW ] | Director 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/21/2004 | X Officer (give title below) Other (specify below) |
| 100 E. PRATT STREET | | Vice President and Treasurer |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| BALTIMORE MD 21202 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | 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 | 09/21/2004 | | M | | 100 | A | $25.7 | 74,430.113 | D | |
| Common Stock | 09/21/2004 | | M | | 1,400 | A | $25.7 | 75,830.113 | D | |
| Common Stock | 09/21/2004 | | F | | 982 | D | $52.37 | 74,848.113 | D | |
| Common Stock | | | | | | | | 59,150 | I | By 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 Options (Right to buy) | $52.37 | 09/21/2004 | | A | | 687 | | 09/21/2004[1] | 09/21/2011 | Common Stock | 687 | $0 | 687 | D | |
| Incentive Stock Option (right to buy) | $25.7 | 09/21/2004 | | M | | | 100[2] | 09/21/2002 | 09/21/2011 | Common Stock | 100 | $0 | 2,300 | D | |
| Non-Qualified Stock Option (right to buy) | $25.7 | 09/21/2004 | | M | | | 1,400[3] | 09/21/2002 | 09/21/2011 | Common Stock | 1,400 | $0 | 700 | D | |

**Explanation of Responses:**

1. 09/21/2004 - Replinishment Grant - option vests 100% immediately.

2. 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on September 21, 2002.

3. 09/21/2001 Grant - The option vests 20% annually over a 5 year period beginning on 09/21/2002.

| JOSEPH P CROTEAU | 09/22/2004 |
|---|---|
| ** Signature of Reporting Person | Date |