

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 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) | | |
| MacLellan Robert F. | | | PRICE T ROWE GROUP INC [TROW] | | | <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| 100 EAST PRATT STREET | | | 06/29/2021 | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| BALTIMORE MD 21202 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (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 | 06/29/2021 | | A | | 35.071 ⁽¹⁾ | A | \$197.79 | 25,597.945 | D | |
| Common Stock | 06/29/2021 | | A | | 329 ⁽²⁾ | A | \$197.79 | 25,926.945 | 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 | \$78.5896 ⁽³⁾ | 04/29/2014 | 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 ⁽³⁾ | 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 ⁽³⁾ | 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 ⁽³⁾ | 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 ⁽³⁾ | 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 ⁽³⁾ | 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 its Common Stock. These shares were credited as fully-vested dividend reinvestment shares.
2. Pursuant to the 2017 Non-Employee Director Equity Plan, Stock Units were issued for Director Fee Awards at \$197.79 per share, the closing price of TROW shares on June 29, 2021. The Stock Unit Shares and any future dividends attributed to such Director Fee Award, will vest in full and become nonforfeitable on the date of grant.
3. 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.