

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* <u>McCormick Andrew C.</u>	2. Issuer Name and Ticker or Trading Symbol <u>PRICE T ROWE GROUP INC [TROW]</u>	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) <u>Vice President</u>
(Last) (First) (Middle) <u>100 E. PRATT STREET</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2023</u>	
(Street) <u>BALTIMORE MD 21202</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
(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	02/10/2023		M		1,456	A	\$68.6074	70,318.6081	D	
Common Stock	02/10/2023		M		6,348	A	\$68.6074	76,666.6081	D	
Common Stock	02/10/2023		M		7,806	A	\$69.2127	84,472.6081	D	
Common Stock	02/10/2023		S		14,154	D	\$116.7253 ⁽¹⁾	70,318.6081	D	
Common Stock	02/10/2023		F		850	D	\$117.62	69,468.6081	D	
Common Stock	02/10/2023		A	V	11,4151	A	\$114.98	69,480.0232	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$68.6074	02/10/2023		M		1,456	(2)	02/21/2023	Common Stock	1,456	\$0.00	0.00	D	
Stock Option	\$68.6074	02/10/2023		M		6,348	(2)	02/21/2023	Common Stock	6,348	\$0.00	0.00	D	
Stock Option	\$69.2127	02/10/2023		M		7,806	(3)	09/10/2023	Common Stock	7,806	\$0.00	0.00	D	

Explanation of Responses:

1. The range of prices for this transaction were \$116.34 to \$116.93. Will provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
2. 02/21/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.
3. 09/10/2013 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2014.

Remarks:

Cheryl L. Emory, Assistant
Corporate Secretary, as
attorney in fact for
McCormick, Andrew C.
02/14/2023

** 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.