## Edgar Filing: PRICE T ROWE GROUP INC - Form 4

PRICE T ROWE JOUP INC         Form 4         July 08, 2005         FORM 4         UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b.       OMB JOURDANDERSHIP STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES       MB         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b.       Filed pursuant to Section 16(a) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       State Securities Section 1934, other Hours											
(Print or Type	Responses)										
1. Name and BERNARI						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Month			/onth/Dav/Year) -				-	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Vice President			
				ed(Month/Day/Year) A					5. Individual or Joint/Group Filing(Check Applicable Line) .X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Cip) 7	able I - N	on-l	Derivative	Secur	ities Acqui	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) E	ransaction Date 2A. Deemed			(A) or				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/30/2005		A		Amount 25.801	(D) A	Price \$ 63.385 (1)	209,675.243	D		
Common Stock	07/06/2005		М		5,745	А	\$ 36.375	215,420.243	D		
Common Stock	07/06/2005		М		18,487	А	\$ 39.85	233,907.243	D		
Common Stock	07/06/2005		F		19,028	D	\$ 63.48	214,879.243	D		
Common Stock								24,000	Ι	By Spouse	

### Edgar Filing: PRICE T ROWE GROUP INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

# 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 36.375	07/06/2005		М	5,745	12/10/1999 <u>(2)</u>	11/01/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 39.85	07/06/2005		М	18,487	07/10/2003 <u>(3)</u>	11/01/2005	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BERNARD EDWARD C 100 E. PRATT STREET BALTIMORE, MD 21202	Х		Vice President				

# Signatures

EDWARD C 07/07/2005 BERNARD

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) ESPP Shares purchases pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan.
- (3) 07/10/2003 Replenishment Grant option vest 100% immediately.
- (2) 12/10/1999 Replenishment Grant option vest 100% immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

#### **Reporting Owners**

## Edgar Filing: PRICE T ROWE GROUP INC - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.