Edgar Filing: Linehan John D. - Form 4

Form 4												
February 27	ЛД									OMB AP	PROVAL	
	UNITED	STATES				AND EX(1, D.C. 202		NGE COI	MMISSION	OMB Number:	3235-0287	
Check t if no lot subject Section Form 4	to STATEN 16.	MENT OI			BENEFI RITIES	CIA	L OWNE	RSHIP OF	Expires: Estimated av burden hour response			
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 170	(a) of the l	Public U	Jtility	Ho		ipany	Act of 19	Let of 1934, 935 or Section	·		
(Print or Type	Responses)											
Linehan John D. Syml			Symbol	In					Relationship of Reporting Person(s) to suer (Check all applicable)			
		[TROW]										
(Director10% Owner XOfficer (give titleOther (specify low) below) Vice President				
				Filed(Month/Day/Year) Ap					Individual or Joint/Group Filing(Check oplicable Line) {_ Form filed by One Reporting Person _ Form filed by More than One Reporting			
BALTIMO	ORE, MD 21202								_ Form filed by Mc	ore than One Rep	orting	
(City)	(State)	(Zip)	Tal	ble I - N	Non-	Derivative	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr.	8)	nDisposed o (Instr. 3, 4	f (D) and 5) (A) or		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)	
Common Stock	02/23/2012			Code A		Amount 142.604	(D) A	Price \$ 57.3288 (1)	86,278.653	D		

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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	\$ 61.49	02/23/2012		A	20,000	12/10/2013 <u>(2)</u>	02/23/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships						
	Director	10% Owner	Officer	Other				
Linehan John D. T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	Г		Vice President					
Signatures								
/s/ John D. Linehan	02/24/2012							

Reporting Person

**Signature of

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) Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- (2) 02/23/2012 Grant The option vests 20% annually over a 5 year period beginning on 12/10/2013.

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