

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

**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* <u>DUBLON DINA</u>  (Last) (First) (Middle) <u>100 E. PRATT STREET</u>  (Street) <u>BALTIMORE MD 21202</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/10/2023		A		1,890 <sup>(1)</sup>	A	\$0.00	10,194.3049	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					

**Explanation of Responses:**

1. Pursuant to the 2017 Non-Employee Director Equity Plan, this restricted Award Shares was issued at \$105.845 per share, the closing price of TROW shares on May 10, 2023. The forfeiture provisions of the Award Shares and all accrued dividends attributed to such Award Shares, will vest in full and become nonforfeitable upon the earliest of the following dates: (a) the day immediately prior to the Annual Meeting that occurs in the next calendar year following the year in which the Award Shares were granted as reflected on the Notice, (b) date of death, (c) the date on which it has been determined that the award holder suffered, a Total and Permanent Disability, or (d) the date on which a Change in Control occurs, in which case the vesting will take place immediately before and contingent upon the occurrence of the Change in Control.

**Remarks:**

[Cheryl L. Emory, Assistant Corporate Secretary, as attorney in fact for Dublon, Dina](#) [05/11/2023](#)  
 \*\* 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.

LIMITED POWER OF ATTORNEY

THE UNDERSIGNED, Dina Dublon, hereby constitutes and appoints, with full power of substitution, the Chief Executive Officer, the Chairman, the Vice Chairman, the Chief Financial Officer, the Director of Corporate Services, the Secretary or Assistant Secretary of the Corporation of T. Rowe Price Group, Inc. (the "Corporation"), the true and lawful attorney-in-fact of the undersigned, with full power and authority in the name of and for and on behalf of the undersigned to execute and file:

1. any Form 3, Form 4 or Form 5, any amendments thereto and any other form or report for the purpose of reporting securities transactions to the Securities and Exchange Commission under Section 16 of the Securities Exchange Act of 1934, as amended;
2. one or more Forms 144, or amendments to Form 144, relating to any sales orders, orally or electronically, of securities of the Corporation to the public from time to time in accordance with Rule 144 under the Securities Act of 1933, as amended; and
3. any and all instruments necessary or incidental to any action listed above, including communications to the Securities and Exchange Commission, The Nasdaq Stock Market and state securities law authorities.

This Power of Attorney is made under, and shall be governed pursuant to, the laws of the State of Maryland.

Date: 5/29/2019 /s/ \_\_\_\_\_  
Dina Dublon