FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL										
	OMB Number:	3235-0287									
ı	Estimated average	burden									
ı	hours per response	: 0.5									

	Check this box if no longer subjec
$\overline{}$	to Section 16. Form 4 or Form 5
\cup	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*				2. Issuer Name and Ticker or Trading Symbol PRICE T ROWE GROUP INC [TROW]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
nst) (First) (Middle) 0 E. PRATT STREET						3. Date of Earliest Transaction (Month/Day/Year) 08/01/2023									ow) ``	below	(specify)	
(Street) BALTIMORE MD 21202				4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
v) (State) (Zip)				Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
		Table I	- Non-Derivat	ive S	ecur	ities	Acq	uired	, Dis	sposed	of,	or E	eneficia	lly Ov	ned			
, , ,			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		oate,	3. Transaction Code (Instr. 8)							Secu Bene Own	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
							Code	v	Am	ount	(A) or (D)	Pr	ice	Trans	saction(s)	(Instr. 4)	(Instr. 4)	
1 Stock			08/01/2023				A	V	33	36.696	A	\$	112.1206 ⁰	106	,526.4708	D		
n Stock			08/01/2023				G		1	1,015	D		\$0.00	105	,511.4708	D		
Common Stock															41,910	I	2020 Lori Veiel Family Trust	
Common Stock															53,500	I	2021 Eric Veiel Family Trust	
Common Stock															4,090	I	Spouse	
		Tab												y Own	ed			
tive Conversion Date Execution or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8) of Deri Sec Acq (A) Disp of (I		Numl of Deriv Secu Acqu (A) of Dispo of (D)	rative rities ired r osed) : 3, 4	Expira	tion D	ion Date Day/Year)		Amou Securi Jnder Deriva Securi Instr.	Amount or Number of	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
	Security (In Stock In Stock	(First L) (First PRATT STRE MORE MD (Stat Security (Instr. 1 Stock 1 Stock 1 Stock 1 Stock 2 Conversion or Exercise Price of Derivative Derivative	FICE L (First) (NOTE LINE) (First) (NOTE LINE) (First) (NOTE LINE) (MORE MD 2: (State) (Z (State) (Z Table I Security (Instr. 3) 1 Stock 1 Stock	(First) (Middle) PRATT STREET MORE MD 21202 (State) (Zip) Table I - Non-Derivate (Month/Day/Year) 1 Stock 08/01/2023 1 Stock 08/01/2023 1 Stock	PRICE Carrier PRICE Ca	Circ L Circ Circ	PRICE T RC	PRICE T ROWE (First) (Middle) (Ratt Street (State) (Zip) Rule 10b5-1(c) Check this box to indice satisfy the affirmative of satisfy the affirmative of satisfy the affirmative of the	PRICE T ROWE GR (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (Check this box to indicate tha satisfy the affirmative defense of the model of the satisfy the affirmative defense of the model of the satisfy the affirmative defense of the model of the satisfy the affirmative defense of the satisfy the affirmat	PRICE T ROWE GROU (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) (State) (Zip) (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) (Check this box to indicate that a transactive defense cond Execution Date, If any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Stock Table II - Derivative Securities Acquired, Disposed for (D) of privative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	PRICE T ROWE GROUP INC (First) (Middle) RATT STREET 3. Date of Earliest Transaction (Month/Day/Ye 08/01/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Rule 10b5-1(c) Transaction I Check this box to indicate that a transaction we satisfy the affirmative defense conditions of Research (Month/Day/Year) (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed Security (Instr. 3) 2. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 08/01/2023 A A V 336.696 1 Stock Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) 2. Transaction Date (e.g., puts, calls, warrants, options, converting the Code (Instr. 3) 2. Transaction Date (e.g., puts, calls, warrants, options, converting the Code (Instr. 3) 3. Transaction Date (e.g., puts, calls, warrants, options, converting the Code (Instr. 3) 4. Securities Date (Instr. 3) 5. Transaction Date (e.g., puts, calls, warrants, options, converting the Code (Instr. 3) 2. 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Date Exercise (Month/Day/Year)	PRICE T ROWE GROUP INC [TR (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) (Check this box to indicate that a transaction Indicate that a transaction pate of Check this box to indicate that a transaction of Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction of Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction (Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction (Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction (Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction (Rule 10th Indicate that a transaction research of Rule 10th Indicate that a transaction (Rule 10th Indicate that a transaction (Rule 10th Indicate that a transaction (Rule 1	PRICE T ROWE GROUP INC [TROW (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) (State) (Zip) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pure satisfy the affirmative defense conditions of Rule 20b5-1(c) Table I - Non-Derivative Securities Acquired, Disposed of, or Be Execution Date (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 1. Stock 08/01/2023 A V 336.696 A \$: 1. Stock Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible set (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities Acquired (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible set (Month/Day/Year) 2. 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Explanation of Responses:

1. Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.

Remarks:

Kathryn L. Reilly, Assistant
Corporate Secretary, POA for Veiel, Eric L

** Signature of Reporting Person Date

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

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.

 $^{^{\}star}$ 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).