

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q QUARTERLY REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT
OF 1934.

For the quarterly period ended: JUNE 30, 2002.

Commission file number: 000-32191.

Exact name of registrant as specified in its charter:
T. ROWE PRICE GROUP, INC.

State of incorporation: MARYLAND.

I.R.S. Employer Identification No.: 52-2264646.

Address and Zip Code of principal executive offices: 100 EAST PRATT
STREET, BALTIMORE, MARYLAND 21202.

Registrant's telephone number, including area code: (410) 345-2000.

Indicate by check mark whether the registrant: (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months, and (2) has been subject to such filing
requirements for the past 90 days. Yes . No .

Indicate the number of shares outstanding of the issuer's common stock (\$.20 par
value), as of the latest practicable date. 122,451,997 SHARES AT JULY 19, 2002.

Exhibit index is at Item 6(a) on page 13.

PART I. FINANCIAL INFORMATION.

ITEM 1. FINANCIAL STATEMENTS.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	12/31/01	06/30/02
	-----	-----
ASSETS		
Cash and cash equivalents	\$ 79,741	\$ 97,576
Accounts receivable (Note 5)	104,001	106,027
Investments in sponsored mutual funds	123,247	128,306
Debt securities held by savings bank subsidiary	30,961	75,873
Property and equipment	241,825	226,936
Goodwill (Note 4)	665,692	665,692
Other assets	67,648	55,991
	-----	-----
	\$ 1,313,115	\$ 1,356,401
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 37,440	\$ 46,688
Accrued compensation and related costs	43,498	64,149
Income taxes payable	5,342	7,619
Dividends payable	19,699	19,611
Customer deposits at savings bank subsidiary	25,422	65,878
Debt and accrued interest (Note 2)	103,889	58,780
	-----	-----
Total liabilities	235,290	262,725
	-----	-----
Commitments and contingent liabilities		
Stockholders' equity		
Preferred stock, undesignated, \$.20 par value - authorized and unissued 20,000,000 shares	--	--
Common stock, \$.20 par value - authorized 500,000,000 shares; issued 123,088,795 shares in 2001 and 122,467,824 shares in 2002 (Note 3)	24,618	24,494
Additional capital in excess of par value	67,965	75,543
Retained earnings	973,472	984,482
Accumulated other comprehensive income	11,770	9,157
	-----	-----
Total stockholders' equity	1,077,825	1,093,676
	-----	-----
	\$ 1,313,115	\$ 1,356,401
	=====	=====

See the accompanying notes to the condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per-share amounts)

	Three months ended		Six months ended	
	06/30/01	06/30/02	06/30/01	06/30/02
Revenues (Note 5)				
Investment advisory fees	\$ 198,149	\$ 189,731	\$ 398,976	\$ 378,251
Administrative fees	53,575	50,441	115,838	103,712
Investment income (loss)	10,406	(4,049)	27,798	(3,691)
	262,130	236,123	542,612	478,272
Expenses				
Compensation and related costs	96,214	90,713	200,857	185,079
Advertising and promotion	15,595	14,436	37,122	31,347
Occupancy and equipment	30,709	27,947	61,467	56,459
Goodwill amortization (Note 4)	7,230	-	14,460	-
Interest expense (Note 2)	3,896	1,185	8,818	2,270
Other operating expenses	21,648	18,250	50,602	34,319
	175,292	152,531	373,326	309,474
Income before income taxes and minority interests	86,838	83,592	169,286	168,798
Provision for income taxes	35,682	31,738	69,179	63,920
Income from consolidated companies	51,156	51,854	100,107	104,878
Minority interests in consolidated subsidiaries	-	-	(357)	-
Net income (Note 4)	\$ 51,156	\$ 51,854	\$ 100,464	\$ 104,878
Basic earnings per share (Note 4)	\$.42	\$.42	\$.82	\$.85
Diluted earnings per share (Note 4)	\$.40	\$.40	\$.78	\$.81
Dividends declared per share	\$.15	\$.16	\$.30	\$.32
Weighted average shares - Outstanding	123,082	123,136	122,918	123,332
Assuming dilution	129,058	128,680	129,266	129,429

See the accompanying notes to the condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six months ended	
	06/30/01	06/30/02
Cash flows from operating activities		
Net income	\$ 100,464	\$ 104,878
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization of property and equipment	25,450	25,742
Amortization of goodwill	14,460	-
Other changes in assets and liabilities	38,417	55,873
Net cash provided by operating activities	178,791	186,493
Cash flows from investing activities		
Investments in sponsored mutual funds	(12,597)	(10,258)
Dispositions of sponsored mutual funds	52,585	-
Increase in debt securities held by savings bank subsidiary	(8,252)	(44,602)
Additions to property and equipment	(32,558)	(12,511)
Other investment activity	(9,987)	1,462
Net cash used in investing activities	(10,809)	(65,909)
Cash flows from financing activities		
Repurchases of common shares	(6,221)	(77,069)
Stock options exercised	6,542	19,763
Debt principal repaid	(95,000)	(46,366)
Dividends paid to stockholders	(36,818)	(39,533)
Savings bank subsidiary deposits	8,526	40,456
Net cash used in financing activities	(122,971)	(102,749)
Cash and cash equivalents		
Net increase during period	45,011	17,835
At beginning of year	80,526	79,741
At end of period	\$ 125,537	\$ 97,576

See the accompanying notes to the condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Common stock	Addi- tional capital in excess of par value	Retained earnings	Accumu- lated other compre- hensive income	Total stock- holders' equity
	-----	-----	----- (in thousands)	-----	-----
Balance at December 31, 2001, 123,088,795 common shares	\$ 24,618	\$ 67,965	\$ 973,472	\$ 11,770	\$ 1,077,825
Comprehensive income					
Net income			104,878		
Change in unrealized security holding gains, including (\$3,590) for the second quarter				(2,613)	
Total comprehensive income					102,265
1,479,029 common shares issued under stock-based compensation plans	296	28,701			28,997
2,100,000 common shares repurchased	(420)	(21,123)	(54,423)		(75,966)
Dividends declared			(39,445)		(39,445)
	-----	-----	-----	-----	-----
Balance at June 30, 2002, 122,467,824 common shares	\$ 24,494	\$ 75,543	\$ 984,482	\$ 9,157	\$ 1,093,676
	=====	=====	=====	=====	=====

See the accompanying notes to the condensed consolidated financial statements.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - THE COMPANY AND BASIS OF PREPARATION.

T. Rowe Price Group derives its consolidated revenues and net income primarily from investment advisory services that its subsidiaries provide to individual and institutional investors in the sponsored T. Rowe Price mutual funds and other investment portfolios. We also provide our investment advisory clients with related administrative services, including mutual fund transfer agent, accounting and shareholder services; participant recordkeeping and transfer agent services for defined contribution retirement plans; discount brokerage; and trust services. The investors that we serve are primarily domiciled in the United States of America.

Investment advisory revenues depend largely on the total value and composition of assets under our management. Accordingly, fluctuations in financial markets and in the composition of assets under management impact our revenues and results of operations.

These unaudited condensed consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of our results for the interim periods presented. All such adjustments are of a normal recurring nature.

The unaudited interim financial information contained in these condensed consolidated financial statements should be read in conjunction with the consolidated financial statements contained in our 2001 Annual Report.

NOTE 2 - DEBT.

On April 2, 2002, the interest rate on the balance owed on our yen-denominated debt of 1,628,550,000 yen (\$13,620,000) was reset to 1.06% for the next twelve months.

On July 15, 2002, we reduced our dollar-denominated debt by \$2 million to \$43 million. The debt bears interest at an annual rate of approximately 2.25% for the next three months.

NOTE 3 - COMMON STOCK.

During the first five days of July 2002, we repurchased an additional 100,000 common shares at an aggregate price of \$3,170,000.

NOTE 4 - CHANGE IN ACCOUNTING PRINCIPLES.

On January 1, 2002, we adopted the provisions of a new financial accounting standard and ceased the amortization of goodwill. We have completed our testing of goodwill balances at the time of implementation and no impairment of goodwill exists at that date. In future periods, we will evaluate goodwill for possible impairment on at least an annual basis. We operate in one reportable business segment - that of the investment advisory business - and all goodwill is attributed to that segment.

The following information reconciles reported net income and earnings per share to adjusted net income and earnings per share, excluding the goodwill amortization previously recognized.

	Three months ended		Six months ended	
	06/30/01	06/30/02	06/30/01	06/30/02
Reported net income (in thousands)	\$ 51,156	\$ 51,854	\$ 100,464	\$ 104,878
Add back goodwill amortization (in thousands)	7,230	-	14,460	-
Adjusted net income	\$ 58,386	\$ 51,854	\$ 114,924	\$ 104,878
Basic earnings per share				
Reported net income	\$.42	\$.42	\$.82	\$.85
Goodwill amortization	.05	-	.11	-
Adjusted net income	\$.47	\$.42	\$.93	\$.85
Diluted earnings per share				
Reported net income	\$.40	\$.40	\$.78	\$.81
Goodwill amortization	.05	-	.11	-
Adjusted net income	\$.45	\$.40	\$.89	\$.81

NOTE 5 - INFORMATION ABOUT REVENUES AND SERVICES.

Revenues (in thousands) from advisory services provided under agreements with sponsored U.S. mutual funds and other investment clients for the six months ended June 30 include:

	2001	2002
Sponsored U.S. mutual funds		
Stock and blended		
Domestic	\$ 189,588	\$ 185,965
International	52,948	37,956
Bond and money market	47,586	51,066
	290,122	274,987
Other portfolios	108,854	103,264
Total investment advisory fees	\$ 398,976	\$ 378,251

The following table summarizes the various investment portfolios and assets under management (in billions) on which advisory fees are earned.

	Average during first 6 months			
	2001	2002	12/31/01	06/30/02
Sponsored U.S. mutual funds				
Stock and blended				
Domestic	\$ 65.0	\$ 63.0	\$ 63.5	\$ 58.5
International	14.8	10.6	11.0	10.0
Bond and money market	22.5	24.1	23.5	24.6
	102.3	97.7	98.0	93.1
Other portfolios	57.3	58.3	58.3	55.7
	\$ 159.6	\$ 156.0	\$ 156.3	\$ 148.8

Fees for advisory-related administrative services provided to our sponsored mutual funds were \$ 91,032,000 and \$77,491,000 for the first six months of 2001 and 2002, respectively. Accounts receivable from the mutual funds aggregate \$57,972,000 at December 31, 2001 and \$55,686,000 at June 30, 2002.

INDEPENDENT ACCOUNTANTS' REVIEW REPORT

The Board of Directors and Stockholders of
T. Rowe Price Group, Inc.:

We have reviewed the condensed consolidated balance sheet of T. Rowe Price Group, Inc. and subsidiaries as of June 30, 2002, the related condensed consolidated statements of income for the three- and six-month periods ended June 30, 2002, and the related condensed consolidated statements of cash flows and stockholders' equity for the six-month period ended June 30, 2002. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet as of December 31, 2001, and the related consolidated statements of income, cash flows, and stockholders' equity for the year then ended (not presented herein); and in our report dated January 24, 2002, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2001, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP

Baltimore, Maryland
July 18, 2002

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

GENERAL.

Our revenues and net income are derived primarily from investment advisory services provided to U.S. individual and institutional investors in our sponsored mutual funds and other investment portfolios.

We manage a broad range of U.S. domestic and international stock, bond, and money market mutual funds and other investment portfolios which meet the varied needs and objectives of individual and institutional investors. Investment advisory revenues depend largely on the total value and composition of assets under management. Accordingly, fluctuations in financial markets and in the composition of assets under management impact our revenues and results of operations. Total assets under our management were \$148.8 billion at June 30, 2002, including \$104.9 billion in equity securities and \$43.9 billion in bond and money market investments. This reflects a \$7.5 billion, or 4.8%, decrease from the \$156.3 billion that we managed at the end of 2001.

Investors outside the United States now account for almost 2% of our assets under management. Our expenditures to attract new assets under management and broaden our investor base may be significant and will precede revenues from any new investment advisory clients that we may obtain.

RESULTS OF OPERATIONS.

THREE MONTHS ENDED JUNE 30, 2002 VERSUS 2001. Net income increased \$.7 million, or 1.4%, to \$51.9 million, and diluted earnings per share was unchanged at \$.40. With the adoption of a new accounting standard on January 1, 2002, we have ceased amortizing the goodwill that is recognized in our consolidated balance sheet. After excluding the 2001 amortization of goodwill, adjusted net income for the comparable 2001 period was \$58.4 million and adjusted diluted earnings per share was \$.45. Total revenues declined 10% from \$262 million to \$236 million.

Investment advisory revenues earned from the T. Rowe Price mutual funds decreased \$5.8 million as average fund assets under management were \$97.4 billion during the 2002 quarter, \$3.8 billion less than in the 2001 period. Weakness in financial market valuations that began in early 2000 have continued now for more than two years. Mutual fund assets ended June 2002 at \$93.1 billion, down \$6.9 billion from March 31, 2002 and \$4.3 billion from the second quarter 2002 average. The Price funds had nearly \$1.3 billion of net cash inflows during the second quarter of 2002; however, market depreciation, net of income and dividends paid but not reinvested, more than offset the inflows and reduced fund assets more than \$8.1 billion in the 2002 quarter. Domestic stock funds had net investor subscriptions of \$1.3 billion with investors in the Small-Cap Stock, Small-Cap Value, Mid-Cap Value and Equity Income funds each adding more than \$300 million of net inflows. Money market and bond fund investors added \$386 million while international stock funds had net outflows of \$361 million.

Investment advisory revenues earned from other investment portfolios that we manage were down more than \$2.6 million, one-half of which is attributable to lower performance-based fees. These portfolios had net cash outflows of \$250 million during the 2002 quarter, and lower market valuations further decreased assets \$3.8 billion. Though recurring, performance-based fees vary significantly as market conditions and investment portfolios change.

Administrative revenues were down \$3.1 million versus the 2001 quarter but were primarily offset by reduced costs of the services that we provide to the mutual funds and defined contribution retirement plans.

Net investment losses of more than \$4 million in the 2002 quarter compare with investment income of \$10.4 million during the second quarter last year when we recognized \$7.4 million of gain on the disposition of available-for-sale mutual fund investments. The proceeds of those transactions were used to reduce our debt. We have not sold any of our available-for-sale fund investments in 2002. Investment losses during this year's second quarter more than offset investment income, and include a \$1.4 million loss from exchange rate fluctuations on our yen debt, valuation decreases of \$1.8 million on private equity investments, and a \$2.1 million loss on an investment in a sponsored collateralized bond obligation. At June 30, 2002, our aggregate holdings of private equity and high-yield collateralized bond obligation investments were less than \$20 million. We expect that investment income in the third quarter and balance of 2002 will be lower than that of the comparable 2001 periods.

Operating expenses have been reduced almost \$23 million, or 13%, from \$175.3 million to \$152.5 million in 2002. Our largest expense, compensation and related costs, decreased 6%, or \$5.5 million, from the 2001 quarter. Over the last fifteen months, we have significantly reduced our use of temporary personnel in the technology group. Additionally, attrition and reductions have reduced our staff nearly 10% from almost 4,000 as of March 31, 2001 to about 3,600 associates at June 30, 2002. We reduced our advertising and promotion expenditures \$1.2 million to \$14.4 million in the 2002 quarter in light of the weak financial market conditions that have made investors more cautious and less active. We vary our spending based on market conditions and investor demand as well as the level of our efforts to expand our investor base globally. We expect our advertising and promotion expenditures in the third quarter of 2002 to be similar to or less than that of the 2002 second quarter.

The elimination of the amortization of goodwill and lower interest expense on our remaining acquisition indebtedness account for \$7.2 million and \$2.9 million, respectively, of our lower 2002 operating expenses. Occupancy and equipment costs and other operating expenses for the quarter decreased \$2.8 million and \$3.4 million, respectively, versus the second quarter of last year. These reductions primarily reflect the completion of several technology initiatives and the completion of the infrastructure transition to independent international operations in seven countries in the first half of 2001.

The 2002 provision for income taxes as a percentage of pretax income is lower than that of 2001 due primarily to stopping the amortization of nondeductible goodwill in 2002.

SIX MONTHS ENDED JUNE 30, 2002 VERSUS 2001. Net income increased \$4.4 million, or 4.4%, to \$104.9 million, and diluted earnings per share rose from \$.78 to \$.81. After excluding the 2001 amortization of goodwill, adjusted net income for the comparable 2001 period was \$114.9 million and adjusted diluted earnings per share was \$.89. Total revenues declined 12% from \$543 million to \$478 million.

Investment advisory revenues earned from the T. Rowe Price mutual funds decreased \$15.1 million as average fund assets under management were \$97.7 billion during the 2002 period, \$4.6 billion less than in the 2001 period. The Price funds had \$2.4 billion of net cash inflows during the 2002 period; however, market depreciation, net of income and dividends paid but not reinvested, more than offset the inflows and reduced fund assets \$7.3 billion in the first half of 2002. Domestic stock funds had net investor subscriptions of \$2.5 billion. Fixed income fund investors added \$650 million, offsetting net outflows of \$700 million from the international stock funds.

Investment advisory revenues earned from other investment portfolios that we manage were down more than \$5.6 million, including \$1.6 million which is attributable to lower performance-based fees. These portfolios had net cash inflows of \$1 billion in the first half of 2002, while lower market valuations decreased these assets \$3.6 billion.

Net investment losses of \$3.7 million in the 2002 period compare with investment income of \$27.8 million during the comparable 2001 period when we recognized \$14.3 million of gain on the disposition of available-for-sale mutual fund investments. The 2001 results also include a \$4.6 million gain on investment partnerships that held distressed debt securities and a \$1.3 million gain on exchange rate fluctuations on our yen debt. We have neither sold any of our available-for-sale fund investments in 2002 nor have we recognized similar foreign currency gains. Instead, our investment losses thus far in 2002 have more than offset investment income, and include a \$1.3 million loss from exchange rate fluctuations on our yen debt, valuation decreases of \$2.1 million on private equity investments, and a \$2.1 million loss on an investment in a sponsored collateralized bond obligation.

Operating expenses have been reduced almost \$64 million, or 17%, from \$373.3 million to \$309.5 million in 2002. Our largest expense, compensation and related costs, decreased 8%, or \$15.8 million, from the 2001 period. We reduced our advertising and promotion expenditures \$5.8 million in the first half of 2002 in light of the weak financial market conditions. The elimination of the amortization of goodwill and lower interest expense on our remaining acquisition indebtedness account for \$14.5 million and \$6.8 million, respectively, of our lower 2002 operating expenses. Occupancy and equipment costs and other operating expenses decreased \$5.0 million and \$16.3 million, respectively, versus the first half of last year. These reductions primarily reflect the completion of several technology initiatives and the completion of the international infrastructure transition.

CAPITAL RESOURCES AND LIQUIDITY.

During the first half of 2002, we repaid \$46.4 million of our debt and expended \$77 million in the repurchase of our common shares. In July 2002, we repaid an additional \$2 million of debt and repurchased \$3.2 million of our common stock. These cash outflows, as well as similar payments that we expect to make later this year, are funded by existing cash balances and cash provided by operating activities.

FORWARD-LOOKING INFORMATION.

From time to time, information or statements provided by or on behalf of T. Rowe Price, including those within this Quarterly Report on Form 10-Q, may contain certain forward-looking information, including information or anticipated information relating to changes in our revenues and net income, changes in the amount and composition of our assets under management, our expense levels, and our expectations regarding financial markets and other conditions. Readers are cautioned that any forward-looking information provided by or on behalf of T. Rowe Price is not a guarantee of future performance. Actual results may differ materially from those in forward-looking information as a result of various factors, including but not limited to those discussed below. Further, forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of unanticipated events.

Our future revenues will fluctuate due to many factors, including: the total value and composition of assets under our management; cash inflows and outflows in the T. Rowe Price mutual funds and other managed investment portfolios; fluctuations in the financial markets around the world that result in appreciation or depreciation of the assets under our management; the relative investment performance of the Price mutual funds and other managed investment portfolios as compared to competing offerings and market indices; the extent to which we earn performance-based investment advisory fees; the expense ratios of the Price mutual funds; investor sentiment and investor confidence; the ability to maintain our investment management and administrative fees at appropriate levels; competitive conditions in the mutual fund, asset management, and broader financial services sectors; our introduction of new mutual funds and investment portfolios; our ability to contract with the Price mutual funds for payment for investment advisory-related administrative services provided to the funds and their shareholders; changes in retirement savings trends favoring participant-directed investments and defined contribution plans; the amount and timing of income or loss from our private equity, high yield, and other investments; and our level of success in implementing our strategy to expand our business internationally. Our revenues are substantially dependent on fees earned under contracts with the Price funds and could be adversely affected if the independent directors of one or more of the Price funds determined to terminate or significantly alter the terms of the investment management or related administrative services agreements.

Our future operating results are also dependent upon the level of our operating expenses, which are subject to fluctuation for the following or other reasons: changes in the level of our advertising expenses in response to market conditions, expansion of marketing efforts within the U.S. and internationally, including our efforts to expand our investment advisory business to investors outside the United States, and other factors; variations in the level of compensation expense due to, among other things, performance-based bonuses, changes in our employee count and mix, and competitive factors; any goodwill impairment that may arise in the future; fluctuation in foreign currency exchange rates applicable to the costs of our international operations and our yen-denominated debt; expenses and capital costs, such as technology assets, depreciation, amortization, and research and development, incurred to maintain and enhance our administrative and operating services infrastructure; unanticipated costs that may be incurred to protect investor accounts and the goodwill of our clients; and disruptions of services, including those provided by third parties such as facilities, communications, power, and the mutual fund transfer agent system.

Our business is also subject to substantial governmental regulation, and changes in legal, regulatory, accounting, tax, and compliance requirements may have a substantial effect on our operations and results, including but not limited to effects on costs that we incur and effects on investor interest in mutual funds and investing in general, or in particular classes of mutual funds or other investments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Except that equity and currency market fluctuations have resulted in losses as discussed in Item 2 of this Form 10-Q, there has been no material change since December 31, 2001 in the information provided in Item 7A of the 2001 Form 10-K Annual Report.

PART II. OTHER INFORMATION.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) The following exhibits required to be filed by Item 601 of Regulation S-K are filed herewith and incorporated by reference herein.

- | | |
|-------|---|
| 3(i) | Amended and Restated Charter of T. Rowe Price Group, Inc. as of March 9, 2001. (Incorporated by reference from Form 10-K for 2000; Accession No. 0001113169-01-000003.) |
| 3(ii) | By-Laws of T. Rowe Price Group, Inc. as of July 1, 2002. |
| 4 | \$500,000,000 Five-Year Credit Agreement among T. Rowe Price Associates, Inc., the several lenders, and JPMorgan Chase Bank, as administrative agent. (Incorporated by reference from Form 10-Q Report for the quarterly period ended June 30, 2000; Accession No. 0000080255-00-000425.) |
| 15 | Letter from KPMG LLP, independent accountants, re unaudited interim financial information. |

(b) Reports on Form 8-K: None during the second quarter of 2002.

SIGNATURES.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on July 23, 2002.

T. Rowe Price Group, Inc.

/s/ Cristina Wasiaak, Chief Financial Officer
/s/ Joseph P. Croteau, Treasurer (Principal Accounting Officer)

T. ROWE PRICE GROUP, INC.

AMENDED AND RESTATED BY-LAWS AS OF JULY 1, 2002

ARTICLE I.

STOCKHOLDERS

SECTION 1.01. Annual Meeting. The Corporation shall hold an Annual Meeting of its stockholders to elect directors and transact any other business within its powers, either at 2:00 p.m. on the last Thursday of March in each year if not a legal holiday, or at such other time on such other day falling on or before the 30th day thereafter as shall be set by the Board of Directors. Except as the Charter or statute provides otherwise, any business may be considered at an Annual Meeting without the purpose of the meeting having been specified in the notice. Failure to hold an Annual Meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 1.02. Special Meeting. At any time in the interval between Annual Meetings, a special meeting of the stockholders may be called by the Chairman of the Board or the President or by a majority of the Board of Directors by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting.

SECTION 1.03. Place of Meetings. Meetings of stockholders shall be held at such place in the United States as is set from time to time by the Board of Directors.

SECTION 1.04. Notice of Meetings; Waiver of Notice. Not less than ten nor more than 90 days before each stockholders' meeting, the Secretary shall give written notice of the meeting to each stockholder entitled to vote at the meeting and each other stockholder entitled to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a stockholder when it is personally delivered to him, left at his residence or usual place of business, or mailed to him at his address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of stockholders' meetings, or is present at the meeting in person or by proxy.

SECTION 1.05. Quorum; Voting. Unless statute or the Charter provides otherwise, at a meeting of stockholders the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum, and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting, except that a plurality of all the votes cast at a meeting at which a quorum is present is sufficient to elect a director.

SECTION 1.06. Adjournments. Whether or not a quorum is present, a meeting of stockholders convened on the date for which it was called may be adjourned from time to time by the stockholders present in person or by proxy by a majority vote. Any business which might have been transacted at the meeting as originally notified may be deferred and transacted at any such adjourned meeting at which a quorum shall be present. No further notice of an adjourned meeting other than by announcement shall be necessary if held on a date not more than 120 days after the original record date.

SECTION 1.07. General Right to Vote; Proxies. Unless the Charter provides for a greater or lesser number of votes per share or limits or denies voting rights, each outstanding share of stock, regardless of class, is entitled to one vote on each matter submitted to a vote at a meeting of stockholders. In all elections for directors, each share of stock may be voted for as many individuals as there are directors to be elected and for whose election the share is entitled to be voted. A stockholder may vote the stock he owns of record either in person or by written proxy signed by the stockholder or by his duly authorized attorney in fact. Unless a proxy provides otherwise, it is not valid more than 11 months after its date.

SECTION 1.08. List of Stockholders. At each meeting of stockholders, a full, true and complete list of all stockholders entitled to vote at such meeting, showing the number and class of shares held by each and certified by the transfer agent for such class or by the Secretary, shall be furnished by the Secretary.

SECTION 1.09. Conduct of Voting. At all meetings of stockholders, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by the chairman of the meeting. If demanded by stockholders, present in person or by proxy, entitled to cast 10% in number of votes entitled to be cast, or if ordered by the chairman, the vote upon any election or question shall be taken by ballot and, upon like demand or order, the voting shall be conducted by two inspectors, in which event the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by such inspectors. Unless so demanded or ordered, no vote need be by ballot and voting need not be conducted by inspectors. The stockholders at any meeting may choose an inspector or inspectors to act at such meeting, and in default of such election the chairman of the meeting may appoint an inspector or inspectors. No candidate for election as a director at a meeting shall serve as an inspector thereat.

SECTION 1.10. Informal Action by Stockholders. Any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting if there is filed with the records of stockholders meetings an unanimous written consent which sets forth the action and is signed by each stockholder entitled to vote on the matter and a written waiver of any right to dissent signed by each stockholder entitled to notice of the meeting but not entitled to vote at it.

ARTICLE II.

BOARD OF DIRECTORS

SECTION 2.01. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors, except as conferred on or reserved to the stockholders by statute or by the Charter or By-Laws.

SECTION 2.02. Number of Directors. The Corporation shall have at least three directors; provided that, if there is no stock outstanding, the number of Directors may be less than three but not less than one, and, if there is stock outstanding and so long as there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders. The Corporation shall have the number of directors provided in the Charter until changed as herein provided. A majority of the entire Board of Directors may alter the number of directors set by the Charter to not exceeding 25 nor less than the minimum number then permitted herein, but the action may not affect the tenure of office of any director.

SECTION 2.03. Election and Tenure of Directors. At each Annual Meeting, the stockholders shall elect directors to hold office until the next Annual Meeting and until their successors are elected and qualify.

SECTION 2.04. Removal of Director. Unless statute or the Charter provides otherwise, the stockholders may remove any director, with or without cause, by the affirmative vote of a majority of all the votes entitled to be cast for the election of directors.

SECTION 2.05. Vacancy on Board. The stockholders may elect a successor to fill a vacancy on the Board of Directors which results from the removal of a director. A director elected by the stockholders to fill a vacancy which results from the removal of a director serves for the balance of the term of the removed director. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors which results from any cause except an increase in the number of directors and a majority of the entire Board of Directors may fill a vacancy which results from an increase in the number of directors. A director elected by the Board of Directors to fill a vacancy serves until the next Annual Meeting of stockholders and until his successor is elected and qualifies.

SECTION 2.06. Regular Meetings. After each meeting of stockholders at which a Board of Directors shall have been elected, the Board of Directors so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business; and in the event that no other time is designated by the stockholders, the Board of Directors shall meet one hour after the time for such stockholders' meeting or immediately following the close of such meeting, whichever is later, on the day of such meeting. Such first regular meeting shall be held at any place as may be designated by the stockholders, or in default of such designation at the place designated by the Board of Directors for such first regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of

stockholders. No notice of such first meeting shall be necessary if held as hereinabove provided. Any other regular meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors.

SECTION 2.07. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of designation such meeting shall be held at such place as may be designated in the call.

SECTION 2.08. Notice of Meeting. Except as provided in Section 2.06, the Secretary shall give notice to each director of each regular and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph or telephone, at least 24 hours before the time of the meeting or, in the alternative by mail to his address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. Unless the By-Laws or a resolution of the Board of Directors provides otherwise, the notice need not state the business to be transacted at or the purposes of any regular or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.09. Action by Directors. Unless statute or the Charter or By-Laws requires a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

SECTION 2.10. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 2.11. Compensation. By resolution of the Board of Directors a fixed sum and expenses, if any, for attendance at each regular or special meeting of the Board of

Directors or of committees thereof, and other compensation for their services as such or on committees of the Board of Directors, may be paid to directors. A director who serves the Corporation in any other capacity also may receive compensation for such other services, pursuant to a resolution of the directors.

ARTICLE III.

COMMITTEES

SECTION 3.01. Committees. The Board of Directors may appoint from among its members an Executive Committee and other committees composed of two or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to declare dividends or other distributions on stock, elect directors, issue stock other than as provided in the next sentence, recommend to the stockholders any action which requires stockholder approval, amend the By-Laws, or approve any merger or share exchange which does not require stockholder approval. If the Board of Directors has given general authorization for the issuance of stock, a committee of the Board, in accordance with a general formula or method specified by the Board by resolution or by adoption of a stock option or other plan, may fix the terms of stock subject to classification or reclassification and the terms on which any stock may be issued, including all terms and conditions required or permitted to be established or authorized by the Board of Directors.

SECTION 3.02. Committee Procedure. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 2.10.

SECTION 3.03. Emergency. In the event of a state of disaster of sufficient severity to prevent the conduct and management of the affairs and business of the Corporation by its directors and officers as contemplated by the Charter and the By-Laws, any two or more available members of the then incumbent Executive Committee shall constitute a quorum of that Committee for the full conduct and management of the affairs and business of the Corporation in accordance with the provisions of Section 3.01. In the event of the unavailability, at such time, of a minimum of two members of the then incumbent Executive Committee, the available directors shall elect an Executive Committee consisting of any two members of the Board of Directors, whether or not they be officers of the Corporation, which two members shall constitute the Executive Committee for the full conduct and management of the affairs of the Corporation in accordance with the foregoing provisions of this Section. This Section shall be subject to

implementation by resolution of the Board of Directors passed from time to time for that purpose, and any provisions of the By-Laws (other than this Section) and any resolutions which are contrary to the provisions of this Section or to the provisions of any such implementary resolutions shall be suspended until it shall be determined by any interim Executive Committee acting under this Section that it shall be to the advantage of the Corporation to resume the conduct and management of its affairs and business under all the other provisions of the By-Laws.

ARTICLE IV.

OFFICERS

SECTION 4.01 Executive and Other Officers; Operating Committees. The Corporation shall have a President, a Secretary, and a Treasurer who shall be executive officers of the Corporation. It may also have a Chairman of the Board, who shall be an executive officer of the Corporation if designated as an officer by the Board of Directors. The other officers shall be executive officers to the extent designated by the Board of Directors. The Board of Directors may designate who shall serve as chief executive officer, having general supervision of the business and affairs of the Corporation, or as chief operating officer, having supervision of the operations of the Corporation; in the absence of designation the President shall serve as chief executive officer and chief operating officer. It may also have one or more Vice Chairmen of the Board, Vice Presidents, assistant officers, and subordinate officers as may be established by the Board of Directors and may provide additional descriptive titles, such as chief financial officer or chief investment officer, as the Board shall deem appropriate. A person may hold more than one office in the Corporation. The Chairman of the Board, the President, and any Vice Chairmen of the Board shall be directors; the other officers may be directors. The officers of the Corporation may also act through one or more committees appointed by the Board of Directors or appointed by a committee appointed by the Board of Directors.

SECTION 4.02. Chairman of the Board. The Chairman of the Board, if one be elected, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present; and, in general, he shall perform all such duties as are from time to time assigned to him by the Board of Directors.

SECTION 4.03. President. The President, in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, he shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him by the Board of Directors or the chief executive officer of the Corporation.

SECTION 4.04. Vice Chairmen of the Board. The Board of Directors may elect one or more Vice Chairmen of the Board, who shall have the powers and perform the duties of Vice Presidents of the Corporation and shall have such additional powers and perform such additional duties as are from time to time assigned to them by the Board of Directors, the Chairman of the Board, the President, or any committee appointed by the Board of Directors.

SECTION 4.05. Vice Presidents. The Vice President or Vice Presidents, at the request of the chief executive officer or the President, or in the President's absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Directors, or any committee appointed by the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors or such committee, the chief executive officer, or the President may make such determination; otherwise any of the Vice Presidents may perform any of such duties or exercise any of such functions. The Vice President or Vice Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

SECTION 4.06 Secretary. The Secretary shall keep the minutes of the meetings of the stockholders, of the Board of Directors and of any committees of the Board of Directors, in books provided for the purpose; shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; shall be custodian of the records of the Corporation; may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned by the Board of Directors, the chief executive officer, the President, or any committee appointed by the Board of Directors.

SECTION 4.07. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; in the absence of designation shall serve as the Corporation's principal accounting officer and shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned by the Board of Directors, the chief executive officer, the President, or any committee appointed by the Board of Directors.

SECTION 4.08. Assistant and Subordinate Officers. The assistant and subordinate officers of the Corporation are all officers below the offices of Vice President, Secretary, and Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors, the chief executive officer, the

President, any committee appointed by the Board of Directors, or any committee appointed by a committee appointed by the Board of Directors.

SECTION 4.9. Election, Tenure and Removal of Officers. The Board of Directors shall elect the officers. The Board of Directors may from time to time authorize any committee appointed by the Board, the president, or the chief executive officer, to appoint vice presidents and assistant and subordinate officers. Any committee appointed by the Board of Directors may delegate its power to appoint assistant and subordinate officers to one or more other committees of officers. The President serves for one year. All other officers shall be appointed to hold their offices, respectively, during the pleasure of the Board. The Board of Directors (or, as to any vice president or assistant or subordinate officer, any committee appointed by the Board of Directors, or any officer authorized by the Board) may remove an officer at any time. The removal of an officer does not prejudice any of the former officer's contract rights. The Board of Directors (or, as to any assistant or subordinate officer, any committee appointed by the Board of Directors or any committee appointed by a committee appointed by the Board of Directors or officer authorized by the Board) may fill a vacancy which occurs in any office for the unexpired portion of the term.

SECTION 4.10. Compensation. The Board of Directors shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation. It may authorize one or more committees comprised of directors or officers to fix the salaries, compensation, and remuneration of the officers of the Corporation. Any committee appointed by the Board of Directors may fix, or authorize one or more other committees to fix, the salaries, compensation, and remuneration of the vice presidents and assistant and subordinate officers.

ARTICLE V.

STOCK

SECTION 5.01. Certificates for Stock. Each stockholder is entitled to certificates which represent and certify the shares of stock he holds in the Corporation. Each stock certificate shall include on its face the name of the corporation that issues it, the name of the stockholder or other person to whom it is issued, and the class of stock and number of shares it represents. It shall be in such form, not inconsistent with law or with the Charter, as shall be approved by the Board of Directors or any officer or officers designated for such purpose by resolution of the Board of Directors. Each stock certificate shall be signed by the Chairman of the Board, the President, or a Vice President, and countersigned by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer. Each certificate may be sealed with the actual corporate seal or a facsimile of it or in any other form and the signatures may be either manual or facsimile signatures. A certificate is valid and may be issued whether or not an officer who signed it is still an officer when it is issued.

SECTION 5.02. Transfers. The Board of Directors shall have power and authority to make such rules and regulations as it may deem expedient concerning the issue,

transfer and registration of certificates of stock; and may appoint transfer agents and registrars thereof. The duties of transfer agent and registrar may be combined.

SECTION 5.03. Record Date and Closing of Transfer Books. The Board of Directors may set a record date or direct that the stock transfer books be closed for a stated period for the purpose of making any proper determination with respect to stockholders, including which stockholders are entitled to notice of a meeting, vote at a meeting, receive a dividend, or be allotted other rights. The record date may not be more than 90 days before the date on which the action requiring the determination will be taken; the transfer books may not be closed for a period longer than 20 days; and, in the case of a meeting of stockholders, the record date or the closing of the transfer books shall be at least ten days before the date of the meeting.

SECTION 5.04. Stock Ledger. The Corporation shall maintain a stock ledger which contains the name and address of each stockholder and the number of shares of stock of each class which the stockholder holds. The stock ledger may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. The original or a duplicate of the stock ledger shall be kept at the offices of a transfer agent for the particular class of stock, or, if none, at the principal office in the State of Maryland or the principal executive offices of the Corporation.

SECTION 5.05. Certification of Beneficial Owners. The Board of Directors may adopt by resolution a procedure by which a stockholder of the Corporation may certify in writing to the Corporation that any shares of stock registered in the name of the stockholder are held for the account of a specified person other than the stockholder. The resolution shall set forth the class of stockholders who may certify; the purpose for which the certification may be made; the form of certification and the information to be contained in it; if the certification is with respect to a record date or closing of the stock transfer books, the time after the record date or closing of the stock transfer books within which the certification must be received by the Corporation; and any other provisions with respect to the procedure which the Board considers necessary or desirable. On receipt of a certification which complies with the procedure adopted by the Board in accordance with this Section, the person specified in the certification is, for the purpose set forth in the certification, the holder of record of the specified stock in place of the stockholder who makes the certification.

SECTION 5.06. Lost Stock Certificates. The Board of Directors of the Corporation may determine the conditions for issuing a new stock certificate in place of one which is alleged to have been lost, stolen, or destroyed, or the Board of Directors may delegate such power to any officer or officers of the Corporation. In their discretion, the Board of Directors or such officer or officers may refuse to issue such new certificate save upon the order of some court having jurisdiction in the premises.

ARTICLE VI.

FINANCE

SECTION 6.01. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the President, the Treasurer or an Assistant Treasurer, a Vice President or an Assistant Vice President.

SECTION 6.02. Annual Statement of Affairs. The President shall prepare annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the Annual Meeting of the stockholders and, within 20 days after the meeting, placed on file at the Corporation's principal office.

SECTION 6.03. Fiscal Year. The fiscal year of the Corporation shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board of Directors.

SECTION 6.04. Dividends. If declared by the Board of Directors at any meeting thereof, the Corporation may pay dividends on its shares in cash, property, or in shares of the capital stock of the Corporation, unless such dividend is contrary to law or to a restriction contained in the Charter.

ARTICLE VII.

SUNDRY PROVISIONS

SECTION 7.01. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its stockholders and Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of a Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the By-Laws shall be kept at the principal office of the Corporation.

SECTION 7.02. Corporate Seal. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 7.03. Bonds. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 7.04. Voting Upon Shares in Other Corporations. Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, a Vice President, or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 7.05. Mail. Any notice or other document which is required by these By-Laws to be mailed shall be deposited in the United States mails, postage prepaid.

SECTION 7.06. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 7.07. Amendments. Subject to the special provisions of Section 2.02, (a) any and all provisions of these By-Laws may be altered or repealed and new by-laws may be adopted at any annual meeting of the stockholders, or at any special meeting called for that purpose, and (b) the Board of Directors shall have the power, at any regular or special meeting thereof, to make and adopt new by-laws, or to amend, alter or repeal any of the By-Laws of the Corporation.

T. Rowe Price Group, Inc.
100 East Pratt Street
Baltimore, MD 21202

Re: Registration Statements on Form S-8: No. 033-07012, No. 033-37573, No. 033-72568, No. 033-58749, No. 333-20333, No. 333-90967 and No. 333-59714.

With respect to the subject registration statements, we acknowledge our awareness of the use therein of our report dated July 18, 2002 related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933 (the "Act"), such report is not considered part of a registration statement prepared or certified by an accountant, or a report prepared or certified by an accountant within the meaning of sections 7 and 11 of the Act.

/s/ KPMG LLP

Baltimore, Maryland
July 23, 2002