UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

For the quarterly period ended: MARCH 31, 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 [X]. No [ ].

Indicate the number of shares outstanding of the issuer's common stock ($.20 par value), as of the latest practicable date. 123,729,381 SHARES AT APRIL 19, 2002.

Exhibit index is at Item 6(a) on pages 12-13.

PART I. FINANCIAL INFORMATION.

ITEM 1. FINANCIAL STATEMENTS.

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

	12/31/01	03/31/02
ASSETS		
Cash and cash equivalents	$ 79,741	$ 113,446
Accounts receivable (Note 5)	104,001	113,306
Investments in sponsored mutual funds	123,247	134,453
Debt securities held by savings bank subsidiary	30,961	36,112
Property and equipment	241,825	233,328
Goodwill (Note 4)	665,692	665,692
Other assets	67,648	64,879
	$ 1,313,115	$ 1,361,216
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses (Note 3)	$ 37,440	$ 39,432
Accrued compensation and related costs	43,498	42,568
Income taxes payable	5,342	25,797
Dividends payable	19,699	19,864
Customer deposits at savings bank		

subsidiary
25,422
29,370 Debt
and accrued
interest
(Note 2)
103,889
70,431 -----
------- ----

Total
liabilities
235,290
227,462 ----
-------- ---

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
124,199,863
shares in
2002 (Note
3) 24,618
24,840
Additional
capital in
excess of
par value
67,965
89,520
Retained
earnings
973,472
1,006,647
Accumulated
other
comprehensive
income
11,770
12,747 -----
------- ----

Total
stockholders'
equity
1,077,825
1,133,754 --
---------- -

$ 1,313,115
$ 1,361,216
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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	
	03/31/01	03/31/02
Revenues		
Investment advisory fees (Note 5)	$ 200,827	$ 188,520
Administrative fees (Note 5)	62,263	53,271
Investment and other income	17,392	358
	280,482	242,149
Expenses		
Compensation and related costs	104,643	94,366
Advertising and promotion	21,527	16,911
Occupancy and equipment	30,758	28,512
Goodwill amortization (Note 4)	7,230	--
Interest expense (Note 2)	4,922	1,085
Other operating expenses	28,954	16,069
	198,034	156,943
Income before income taxes and minority interests	82,448	85,206
Provision for income taxes	33,497	32,182
Income from consolidated companies	48,951	53,024
Minority interests in consolidated subsidiaries	(357)	--
Net		

income (Note 4)	$ 49,308	$ 53,024
	==========	==========
Basic earnings per share (Note 4)	$ .40	$ .43
	==========	==========
Diluted earnings per share (Note 4)	$ .38	$ .41
	==========	==========
Dividends declared per share	$ .15	$ .16
	==========	==========
Weighted average shares outstanding	122,751	123,531
	==========	==========
Weighted average shares outstanding assuming dilution	129,476	130,188
	==========	==========

See the accompanying notes to the condensed consolidated financial statements.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three months ended	
	03/31/01	03/31/02
Cash flows from operating activities		
Net income	$ 49,308	$ 53,024
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization of property and equipment	12,156	12,751
Amortization of goodwill	7,230	--
Accrued income tax expense in excess of payments	31,968	29,358
Other changes in assets and liabilities	8,189	(7,341)
Net cash provided by operating activities	108,851	87,792
Cash flows from investing activities		
Investments in sponsored mutual funds	(409)	(10,022)
Dispositions of sponsored mutual funds		

23,477 --
Increase in debt securities held by savings bank subsidiary (4,398) (5,477)
Additions to property and equipment (23,093) (5,501)
Other investment activity 943 277 ---
------- ---
------- Net cash used in investing activities (3,480) (20,723) --
-------- --

Cash flows from financing activities
Repurchases of common shares (6,000) --
Stock options exercised 5,494 15,738
Debt principal repaid (20,000) (33,366)
Dividends paid to stockholders (18,366) (19,684)
Savings bank subsidiary deposits 3,253 3,948

Net cash used in financing activities (35,619) (33,364) --
-------- --

Cash and cash equivalents
Net increase during period 69,752 33,705
At beginning of year 80,526 79,741 ----
------ ----

------ At
end of
period $
150,278 $
113,446
==========
==========

See the accompanying notes to the condensed consolidated financial statements.

UNADDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Additional
capital in
Accumulated
excess other
Total Common
of par
Retained
comprehensive
stockholders'
stock value
earnings
income
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
53,024
Change in
unrealized
security
holding
gains, net
of taxes 977
Total
comprehensive
income
54,001
1,172,068
common
shares
issued under
stock-based
compensation
plans 234
23,923
24,157
61,500
common
shares
repurchased
(12) (2,368)
(2,380)
Dividends
declared
(19,849)
(19,849) ---
-------- ---
-------- ---
-------- ---
-------- ---

Balance at
March 31,
2002,
124,199,863

common
shares $
24,840 $
89,520 $
1,006,647 $
12,747 $
1,133,754
===========
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===========
===========

See the accompanying notes to the 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 ($12,266,000) was reset to 1.06% for the next twelve months.

On April 15, 2002, we reduced our dollar-denominated debt by $8,000,000 and the interest rate on the balance owed of $50,000,000 was reset at 2.23% for the next month.

NOTE 3 - COMMON STOCK.

At March 31, 2002, accounts payable and accrued expenses includes $2,380,000 related to the pending settlement of the repurchase of 61,000 common shares. During the first five days of April 2002, we repurchased an additional 490,000 common shares at an aggregate price of $18,727,000.

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. The following information (in thousands) for the three-month periods ended March 31 reconciles reported net income and earnings per share to adjusted net income and earnings per share, excluding the goodwill amortization previously recognized.

	2001	2002
Reported net income	$ 49,308	$ 53,024
Add back goodwill amortization	7,230	--
Adjusted net income	$ 56,538	$ 53,024
Basic earnings per share		
Reported net income	$ .40	$ .43
Goodwill amortization	.06	--
Adjusted net income	$ .46	$ .43
Diluted earnings per share		
Reported net income	$ .38	$ .41
Goodwill amortization	.06	--
Adjusted net income	$ .44	$ .41

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 three months ended March 31 include:

	2001	2002
Sponsored U.S. mutual funds		
Stock and blended		
Domestic	$ 95,131	$ 92,802
International	27,726	19,034
Bond and money market	23,526	25,162

	146,383	136,998
Other portfolios	54,444	51,522
Total investment advisory fees	$ 200,827	$ 188,520

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

	Average during first quarter 2001	Average during first quarter 2002	12/31/01	03/31/02
Sponsored U.S. mutual funds				
Stock and blended Domestic	$ 65.5	$ 63.4	$ 63.5	$ 65.2
International	15.6	10.7	11.0	10.9
Bond and money market	22.3	23.9	23.5	23.9
	103.4	98.0	98.0	100.0
Other portfolios	58.0	58.3	58.3	59.8
	$ 161.4	$ 156.3	$ 156.3	$ 159.8

Fees for advisory-related administrative services provided to our sponsored mutual funds were $49,660,000 and $39,673,000 in the first quarter of 2001 and 2002, respectively. Accounts receivable from the mutual funds aggregate $57,972,000 at December 31, 2001 and $62,190,000 at March 31, 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 March 31, 2002, and the related condensed consolidated statements of income, cash flows, and stockholders' equity for the three-month period ended March 31, 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
April 17, 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 $159.8 billion at March 31, 2002, including $116.7 billion in equity securities and $43.1 billion in fixed-income investments. This reflects a $3.5 billion, or 2.2%, increase from the $156.3 billion that we managed at the end of 2001.

Investors outside the United States now account for more than 1% of our assets under management. Our expenditures to 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 March 31, 2001 versus 2002.

Net income increased $3.7 million, or 7.5%, to $53.0 million, and diluted earnings per share rose from $.38 to $.41. With the adoption of new accounting principles 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 $56.5 million and adjusted diluted earnings per share was $.44. Total revenues declined 14% from $280 million to $242 million.

Investment advisory revenues earned from the T. Rowe Price mutual funds decreased $9.4 million as average fund assets under management were $98.0 billion during the 2002 quarter, $5.4 billion less than in the 2001 period. Weakness in financial market valuations that began in early 2000 have continued now for two years. Mutual fund assets ended March at nearly $100 billion, up almost $2 billion from the beginning of 2002 and from the first quarter 2002 average. The Price funds had nearly $1.2 billion of net cash inflows during the first quarter of 2002 while market appreciation and income, net of dividends paid but not reinvested, added $.8 billion more. Domestic stock funds had net investor subscriptions of more than $1.2 billion with value investors in the Small-Cap Value, Mid-Cap Value and Equity Income funds combining to account for $816 million of the net inflows. Money market and bond fund investors added $269 million while international stock funds had net outflows of $338 million.

Investment advisory revenues earned from other investment portfolios that we manage were down $2.1 million on average assets of $58.3 billion in the 2002 quarter. These portfolios had net cash inflows of $1.3 billion and net market appreciation and income of more than $.2 billion in the 2002 quarter. Additionally, market conditions pushed performance-related advisory fees down $.8 million versus the 2001 quarter. We earn these fees primarily from a managed disposition service for distributions of venture capital investments and from our sponsored partnerships. Though recurring, these fees vary significantly as market conditions and investment portfolios change.

Administrative revenues were down $9.0 million versus the 2001 quarter but were offset by reduced costs of the services that we provide to the mutual funds and defined contribution retirement plans.

Investment income declined $17.0 million to about $.4 million. Gains realized from 2001 dispositions of our available-for-sale mutual fund holdings and from our partnership investments did not recur in the 2002 period. We expect that investment income in the second and third quarters of 2002 will be lower than that of the comparable 2001 periods.

Operating expenses declined nearly 21% from $198 million in 2001 to $157 million in 2002. Our largest expense, compensation and related costs, decreased 10%, or $10.3 million, from the 2001 quarter. Over the last twelve months, we have significantly reduced our use of temporary personnel in the technology group. Additionally, attrition and reductions have reduced our staff 11% from 4,027 at the beginning of 2001 to 3,575 associates at March 31, 2002. We reduced our advertising and promotion expenditures 21%, or $4.6 million, to $16.9 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 our efforts to expand our investor base in the United States and internationally. We expect our advertising and promotion expenditures in the second quarter of 2002 to be comparable to that of the 2002 first quarter. Market conditions in the second half of the year will dictate our spending then.

The elimination of the amortization of goodwill and lower interest expense on our remaining acquisition indebtedness account for $7.2 million and $3.8 million, respectively, of our lower 2002 operating expenses. Other operating expenses decreased about 44% or $12.9 million. This reduction primarily reflects several technology initiatives that were brought to a close in 2001 and the completion of the infrastructure transition to independent international operations in seven countries by the end of the first half of 2001.

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

CAPITAL RESOURCES AND LIQUIDITY.

During the first quarter of 2002, we repaid $33.4 million of our debt and in April 2002 repaid an additional $8 million. In April 2002, we also made payments of $21.1 million for the repurchase of 551,000 shares of our common stock during the last week of March and first week of April. These cash outflows, as well as similar payments that we expect to make later this year, were funded from 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 relating to anticipated changes in our revenues and earnings, anticipated changes in the amount and composition of our assets under management, our anticipated 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 recognized on our venture capital and other investments; and our level of success in implementing our strategy to significantly 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. or internationally, 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; changes in our operating expenses resulting from our acquisition of the minority interests in T. Rowe Price International, including any goodwill impairment charge, and our efforts to expand our investment advisory business to investors outside the United States; fluctuation in foreign currency exchange rates applicable to the costs of our international operations; 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.

Since December 31, 2001, there has been no material change in the information provided in Item 7A of the 2001 Form 10-K Annual Report.

PART II. OTHER INFORMATION.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The annual meeting of our stockholders was held on April 11, 2002. The proxy statement and solicitation pertaining to this meeting were previously filed with the Commission. Shares eligible to vote were 123,329,009 as of the record date of February 11, 2002.

Management's 15 nominees for the Board of Directors were elected to hold office until the next annual meeting of stockholders and until their respective successors are elected and qualify. The tabulation of votes was:

Nominee	For	Withheld
Edward C. Bernard	102,355,814	2,863,707
D. William J. Garrett	101,946,004	3,273,517
James H. Gilliam, Jr.	101,694,026	3,525,495
Donald B. Hebb, Jr.	101,947,958	3,271,563
Henry H. Hopkins	102,351,033	2,868,488
James A.C. Kennedy	102,354,775	2,864,746
John H. Laporte	102,338,654	2,880,867
Richard L. Menschel	101,931,682	3,287,839
William T. Reynolds	102,322,887	2,896,634
James S. Riepe	102,353,661	2,865,860
George A. Roche	102,377,391	

2,842,130
Brian C. Rogers
102,333,507
2,886,014
M. David Testa
100,215,459
5,004,062
Martin G. Wade
102,233,680
2,985,841
Anne Marie Whittemore
101,958,424
3,261,097

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 June 30, 2000. (Incorporated by reference from Form 424B3; Accession No. 0001113169-00-000003.)

4	$500,000,000 Five-Year Credit Agreement among T. Rowe Price Associates, Inc., the several lenders, and The Chase Manhattan 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.)
10.01	Transfer Agency and Service Agreement as of January 1,2002 between T. Rowe Price Services and each of the T. Rowe Price mutual funds. (Incorporated by reference from Form 485BPOS; Accession No. 0000080257-02-000005.)
10.02	Agreement as of January 1, 2002 between T. Rowe Price Retirement Plan Services and certain of the T. Rowe Price mutual funds. (Incorporated by reference from Form 485BPOS; Accession No. 0000080257-02-000005.)
15	Letter from KPMG LLP, independent accountants, re unaudited interim financial information.

(b) Reports on Form 8-K: None during the first 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 April 23, 2002.

T. Rowe Price Group, Inc.

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

EXHIBIT 15

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 April 17, 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
April 18, 2002