

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Jackson Stephon A.</u>			2. Issuer Name and Ticker or Trading Symbol <u>PRICE T ROWE GROUP INC [TROW]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
100 E. PRATT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BALTIMORE MD 21202</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2024		M		569	A	\$77.2445	81,880.8141	D	
Common Stock	01/31/2024		M		831	A	\$79.7137	82,711.8141	D	
Common Stock	01/31/2024		M		3,329	A	\$79.7137	86,040.8141	D	
Common Stock	01/31/2024		M		728	A	\$76.7546	86,768.8141	D	
Common Stock	01/31/2024		M		485	A	\$69.8375	87,253.8141	D	
Common Stock	01/31/2024		M		3,576	A	\$69.8375	90,829.8141	D	
Common Stock	01/31/2024		M		3,071	A	\$77.2445	93,900.8141	D	
Common Stock	01/31/2024		M		2,913	A	\$76.7546	96,813.8141	D	
Common Stock	01/31/2024		F		2,725	D	\$108.45	94,088.8141	D	
Common Stock	01/31/2024		F		406	D	\$108.45	93,682.8141	D	
Common Stock	01/31/2024		F		2,740	D	\$108.45	90,942.8141	D	
Common Stock	01/31/2024		F		611	D	\$108.45	90,331.8141	D	
Common Stock	01/31/2024		F		313	D	\$108.45	90,018.8141	D	
Common Stock	01/31/2024		F		516	D	\$108.45	89,502.8141	D	
Common Stock	01/31/2024		F		2,389	D	\$108.45	87,113.8141	D	
Common Stock	01/31/2024		F		2,498	D	\$108.45	84,615.8141	D	
Common Stock	01/31/2024		A	V	83,9175	A	\$108.1691 ⁽¹⁾	84,699.7316	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$79.7137	01/31/2024		M		3,329	(2)	02/19/2025	Common Stock	3,329	\$0.00	0.00	D	
Stock Option	\$79.7137	01/31/2024		M		831	(2)	02/19/2025	Common Stock	831	\$0.00	0.00	D	
Stock Option	\$77.2445	01/31/2024		M		569	(3)	09/09/2024	Common Stock	569	\$0.00	0.00	D	
Stock Option	\$77.2445	01/31/2024		M		3,071	(3)	09/09/2024	Common Stock	3,071	\$0.00	0.00	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$76.7546	01/31/2024		M			728	(4)	02/19/2024	Common Stock	728	\$0.00	0.00	D	
Stock Option	\$76.7546	01/31/2024		M			2,913	(4)	02/19/2024	Common Stock	2,913	\$0.00	0.00	D	
Stock Option	\$69.8375	01/31/2024		M			485	(5)	09/10/2025	Common Stock	485	\$0.00	0.00	D	
Stock Option	\$69.8375	01/31/2024		M			3,576	(5)	09/10/2025	Common Stock	3,576	\$0.00	0.00	D	

Explanation of Responses:

- Shares acquired pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan at the noted weighted-average price.
- 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.
- 9/9/2014 Grant - The option vest 20% annually over a 5 year period beginning on 12/10/2015.
- 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- 09/10/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.

Remarks:

Cheryl L. Emory, Assistant
Corporate Secretary, POA for 02/01/2024
Jackson, Stephon A.

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

THE UNDERSIGNED, Stephon A. Jackson, hereby constitutes and appoints, with full power of substitution, the Chief Executive Officer, the Chairman, the Vice Chairman, the Chief Financial Officer, the Director of Corporate Services, the Secretary or Assistant Secretary of the Corporation of T. Rowe Price Group, Inc. (the "Corporation"), the true and lawful attorney-in-fact of the undersigned, with full power and authority in the name of and for and on behalf of the undersigned to execute and file any Form 4 or Form 5 for the purpose of reporting securities transactions to the Securities and Exchange Commission under Section 16 of the Securities Exchange Act of 1934, as amended.

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

Date: 1/4/2021

/s/Stephon A. Jackson
Stephon A. Jackson