

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 4  
TO**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**T. ROWE PRICE GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**52-2264646**  
(I.R.S. Employer Identification No.)

**100 East Pratt Street  
Baltimore, Maryland**  
(Address of principal executive offices)

**21202**  
(Zip Code)

**T. ROWE PRICE GROUP, INC. 1996 STOCK INCENTIVE PLAN**  
(Full title of plan)

(Name, address and telephone  
number of agent for service)

**James A.C. Kennedy**  
**Chief Executive Officer and President**  
**T. Rowe Price Group, Inc.**  
**100 East Pratt Street**  
**Baltimore, Maryland 21202**  
**(410) 345-2000**

(Copy to:)  
**R.W. Smith, Jr., Esquire**  
**DLA Piper LLP (US)**  
**6225 Smith Avenue**  
**Baltimore, Maryland 21209-3600**  
**(410) 580-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

## EXPLANATORY NOTES

The Registrant is filing this Post-Effective Amendment No. 4 to the Registration Statement on Form S-8 filed on January 24, 1997 (file no. 333-20333) to remove from that registration statement certain shares of the Registrant's Common Stock, par value \$.20 per share (the "Common Stock"), thereby registered for offer or sale pursuant to the Registrant's 1996 Stock Incentive Plan (the "1996 Plan").

The Registrant has since adopted two new stock incentive plans, the T. Rowe Price Group, Inc. 2001 Stock Incentive Plan (the "2001 Plan") and the T. Rowe Price Group, Inc. 2004 Stock Incentive Plan (the "2004 Plan"). The 1996 Plan was terminated effective as of April 5, 2001. All shares remaining available for issuance under the 1996 Plan that were not otherwise subject to outstanding awards on April 5, 2001, as well as all shares subject to awards that were forfeited, expired or cancelled from April 5, 2001 through October 31, 2004, were reallocated to the 2001 Plan and the 2004 Plan. Since October 31, 2004 to the date of this filing, awards with respect to 5,223,285 shares under the 1996 Plan were forfeited, expired, canceled or settled in cash without delivery of shares of Common Stock, tendered or withheld to satisfy the exercise price and/or tax withholding obligations in connection with awards, or forfeited back to the Registrant after delivery because of the failure to meet an award contingency or condition under the terms of the 1996 Plan (the "Carried Forward Shares").

Contemporaneously with the filing of this Post-Effective Amendment No. 4, the Registrant is filing a Registration Statement on Form S-8 to register the Carried Forward Shares for offer or sale pursuant to the 2004 Plan. In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 4 is hereby filed to reallocate the Carried Forward Shares from the 1996 Plan to the 2004 Plan.

This Post-Effective Amendment to the Registration Statement shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

## EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
24.1	Powers of Attorney (filed herewith)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, T. Rowe Price Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 4 to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment No. 4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on this 4 day of June, 2010.

T. ROWE PRICE GROUP, INC.

By: /s/ Kenneth V. Moreland

Kenneth V. Moreland

Vice President and Chief Financial Officer

No other person is required to sign this Post-Effective Amendments No. 4 in reliance upon Rule 478 of the Securities Act of 1933, as amended.

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of T. Rowe Price Group, Inc., a Maryland corporation, constitute and appoint James A.C. Kennedy, Kenneth V. Moreland, Jessica M. Hiebler and Barbara A. Van Horn, or any one of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned in their respective names as directors and officers of T. Rowe Price Group, Inc., its Registration Statement on Form S-8, any amendment (including post-effective amendments) or supplement thereto, relating to the offer and sale of common stock of T. Rowe Price Group, Inc. pursuant to the 2004 Stock Incentive Plan, its Post-Effective Amendments No. 1 to Form S-8 for the 2001 Stock Incentive Plan, its Post-Effective Amendment No. 4 to Form S-8 for the 1996 Stock Incentive Plan, its Post-Effective Amendment No. 4 to Form S-8 for the 1993 Stock Incentive Plan, and its Post-Effective Amendment No. 3 to Form S-8 for the 1990 Stock Incentive Plan, and any subsequent post-effective amendments to the registration statements on Form S-8 for the 2001 Stock Incentive Plan, 1996 Stock Incentive Plan, 1993 Stock Incentive Plan, and 1990 Stock Incentive Plan, to be filed with the Securities and Exchange Commission under the Securities Act of 1933. We hereby confirm all acts taken by such agents and attorneys-in-fact, or any one or more of them, as herein authorized.

Signature	Title	Date
<u>/s/ James A.C. Kennedy</u> James A.C. Kennedy	Chief Executive Officer and President (Principal Executive Officer)	June 3, 2010
<u>/s/ Kenneth V. Moreland</u> Kenneth V. Moreland	Vice President and Chief Financial Officer (Principal Financial Officer)	June 3, 2010
<u>/s/ Jessica M. Hiebler</u> Jessica M. Hiebler	Vice President (Principal Accounting Officer)	June 3, 2010
<u>/s/ Edward C. Bernard</u> Edward C. Bernard	Director	June 3, 2010
<u>/s/ James T. Brady</u> James T. Brady	Director	June 3, 2010
<u>/s/ J. Alfred Broaddus, Jr.</u> J. Alfred Broaddus, Jr.	Director	June 3, 2010
<u>/s/ Donald B. Hebb, Jr.</u> Donald B. Hebb, Jr.	Director	June 3, 2010
<u>/s/ Brian C. Rogers</u> Brian C. Rogers	Director	June 3, 2010
<u>/s/ Dr. Alfred Sommer</u> Dr. Alfred Sommer	Director	June 3, 2010
<u>/s/ Dwight S. Taylor</u> Dwight S. Taylor	Director	June 3, 2010
<u>/s/ Anne Marie Whittemore</u> Anne Marie Whittemore	Director	June 3, 2010