

OMB APPROVAL	
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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>Hiebler Jessica M</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 _____ Officer (give title below) _____ Other (specify below) _____ <u>Principal Accounting Officer</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2023</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	
T. ROWE PRICE GROUP, INC. 100 E. PRATT STREET, BA-0320			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)			Rule 10b5-1(c) Transaction Indication			
BALTIMORE	MD	21202	<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	12/15/2023		M		665	A	\$77.2445	13,734.4905	D	
Common Stock	12/15/2023		M		1,524	A	\$76.7546	15,258.4905	D	
Common Stock	12/15/2023		M		629	A	\$69.8375	15,887.4905	D	
Common Stock	12/15/2023		M		902	A	\$79.7137	16,789.4905	D	
Common Stock	12/15/2023		F		2,676	D	\$106.28	14,113.4905	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
Stock Option	\$76.7546	12/15/2023		M			1,524	(1)	02/19/2024	Common Stock	1,524	\$0.00	0.00	D	
Stock Option	\$77.2445	12/15/2023		M			665	(2)	09/09/2024	Common Stock	665	\$0.00	0.00	D	
Stock Option	\$79.7137	12/15/2023		M			902	(3)	02/19/2025	Common Stock	902	\$0.00	0.00	D	
Stock Option	\$69.8375	12/15/2023		M			629	(4)	09/10/2025	Common Stock	629	\$0.00	0.00	D	

Explanation of Responses:

- 02/19/2014 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2015.
- 9/9/2014 Grant - The option vest 20% annually over a 5 year period beginning on 12/10/2015.
- 02/19/2015 Grant - The option vests 20% annually over a 5 year period beginning on 12/10/2016.
- 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 12/18/2023
Hiebler, Jessica M

** 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.