

SVB FINANCIAL GROUP
Form 4
May 01, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Descheneaux Michael

(Last) (First) (Middle)

SVB FINANCIAL GROUP, 3005
TASMAN DRIVE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SVB FINANCIAL GROUP [SIVB]

3. Date of Earliest Transaction (Month/Day/Year)

04/29/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	04/29/2015		M		444 ⁽¹⁾ A ₍₂₎	9,708	D
Common Stock	04/29/2015		F		212 ⁽³⁾ D \$ 133.12	9,496	D
Common Stock	04/29/2015		M		2,000 A \$ 60.37	11,496	D
Common Stock	04/29/2015		M		1,000 A \$ 45.19	12,496	D
Common Stock	04/29/2015		M		2,000 A \$ 64.37	14,496	D

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Common Stock	04/29/2015	S	200	D	\$ 133.82	14,296	D	
Common Stock	04/29/2015	S	100	D	\$ 133.76	14,196	D	
Common Stock	04/29/2015	S	300	D	\$ 133.72	13,896	D	
Common Stock	04/29/2015	S	300	D	\$ 133.7	13,596	D	
Common Stock	04/29/2015	S	1,100	D	\$ 133.68	12,496	D	
Common Stock	04/29/2015	S	500	D	\$ 133.74	11,996	D	
Common Stock	04/29/2015	S	1,162	D	\$ 133.73	10,834	D	
Common Stock	04/29/2015	S	100	D	\$ 133.65	10,734	D	
Common Stock	04/29/2015	S	500	D	\$ 133.33	10,234	D	
Common Stock	04/29/2015	S	138	D	\$ 133.31	10,096	D	
Common Stock	04/29/2015	S	2,000	D	\$ 133.3199 (4)	8,096	D	
Common Stock	04/29/2015	S	600	D	\$ 133.77	7,496	D	
Common Stock						260	I	By 401(k)/ESOP

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option	\$ 64.37	04/29/2015	M		2,000	05/01/2013 05/01/2019	Common Stock	2,000
Stock Option	\$ 60.37	04/29/2015	M		2,000	04/27/2012 04/27/2018	Common Stock	2,000
Restricted Stock Unit	\$ 0	04/29/2015	M		444 <u>(1)</u>	04/29/2015 04/29/2021	Common Stock	444
Stock Option	\$ 45.19	04/29/2015	M		1,000	07/27/2011 07/27/2017	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Descheneaux Michael SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures

Denise West, Attorney-in-Fact for Michael Descheneaux

 **Signature of Reporting Person

05/01/2015

 Date

Explanation of Responses:

- * 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).
- (1) Previously reported restricted stock units vested on 4/29/2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (4) The 2,000 shares were sold through separate trades, with the sale prices ranging from \$133.11 to \$133.73 and at a weighted average sale price of \$133.3199.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.