

SVB FINANCIAL GROUP
Form 4
March 07, 2017

FORM 4

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

OMB APPROVAL

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

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 *
BECKER GREGORY W

2. Issuer Name and Ticker or Trading Symbol
SVB FINANCIAL GROUP [SIVB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

President and CEO

3005 TASMAN DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/03/2017		M	10,000 A \$ 64.37	63,552	I	Revocable Trust
Common Stock	03/03/2017		M	13,894 A \$ 60.37	48,016	I	Revocable Trust
Common Stock	03/03/2017		S	15,119 D \$ 192.7128 (1)	48,433	I	Revocable Trust
Common Stock	03/03/2017		S	14,311 D \$ 193.3349 (2)	34,122	I	Revocable Trust
	03/03/2017		S	200 D	47,816	I	

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Common Stock	\$ 191.85 <u>(3)</u>			Revocable Trust
Common Stock		6,170	I	By 401(k)/ESOP

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

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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)	8. Amount or Number of Shares
Stock Option	\$ 64.37	03/03/2017		M	10,000	<u>(4)</u> 05/01/2019	Common Stock	10,000
Stock Option	\$ 60.37	03/03/2017		M	13,894	<u>(5)</u> 04/27/2018	Common Stock	13,894

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER GREGORY W 3005 TASMAN DRIVE SANTA CLARA, CA 95054			President and CEO	

Signatures

Denise West, Attorney-in-Fact for Gregory Becker
03/07/2017

__Signature of Reporting Person

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)

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This transaction was executed in multiple trades at prices ranging from \$192.08 to \$192.99; the price reported above reflects the weighted average sale price.

- (2) This transaction was executed in multiple trades at prices ranging from \$193.0 to \$193.99; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$191.83 to \$191.87; the price reported above reflects the weighted average sale price.
- (4) 25%/4yr beginning on 01-May-2013.
- (5) 25%/4yr beginning on 27-Apr-2012.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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

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