SVB FINANCIAL GROUP

Form 4

March 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Zuckert Michael S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

SVB FINANCIAL GROUP [SIVB]

(Middle)

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

SVB FINANCIAL GROUP, 3003

03/03/2014

X_ Officer (give title Other (specify

TASMAN DRIVE

(Street)

4. If Amendment, Date Original

(Instr. 8)

General Counsel 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/03/2014		A		1,450 (1)		03/03/2015	03/03/2021	Common Stock	1,450
Stock Option	\$ 122.55	03/03/2014		A		3,390 (2)		03/03/2015	03/03/2021	Common Stock	3,390

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zuckert Michael S

SVB FINANCIAL GROUP 3003 TASMAN DRIVE SANTA CLARA, CA 95054

General Counsel

Signatures

Denise West, Attorney-in-Fact for Michael Zuckert

03/05/2014

**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) Restricted stock units are subject to annual vesting in equal installments on March 3, 2015, March 3, 2016, March 3, 2017, and March 3, 2018
 - Stock options are subject to annual vesting in equal installments on March 3, 2015, March 3, 2016, March 3, 2017, and March 3, 2018.
- (2) The exercise price of these stock options is determined based on the closing market price of SIVB common stock of \$122.55, as of March 3, 2014.

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.

Reporting Owners 2