

SVB FINANCIAL GROUP
Form 4
May 17, 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 *
Wallace Bruce

(Last) (First) (Middle)
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)
05/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/15/2017		M		1,028 A \$ 105.18	14,248	D
Common Stock	05/15/2017		M		1,772 A \$ 129.81	16,020	D
Common Stock	05/15/2017		M		1,460 A \$ 107.98	17,480	D
Common Stock	05/15/2017		M		2,350 A \$ 71.11	19,830	D
Common Stock	05/15/2017		M		180 A \$ 105.18	20,010	D

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Common Stock	05/15/2017	S	100	D	\$ 182.96	19,910	D	
Common Stock	05/15/2017	S	6,690	D	\$ 182.1599 (1)	13,220	D	
Common Stock	05/15/2017	S	2,000	D	\$ 183.98	11,220	D	
Common Stock						313	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	\$ 129.81	05/15/2017		M	1,772	(2) 05/01/2022	Common Stock	1,772
Stock Option	\$ 107.98	05/15/2017		M	1,460	(3) 04/29/2021	Common Stock	1,460
Stock Option	\$ 105.18	05/15/2017		M	180	(4) 05/02/2023	Common Stock	180
Stock Option	\$ 105.18	05/15/2017		M	1,028	(4) 05/02/2023	Common Stock	1,028
Stock Option	\$ 71.11	05/15/2017		M	2,350	(5) 04/30/2020	Common Stock	2,350

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Wallace Bruce
3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Chief Digital Officer

Signatures

Denise West, Attorney-in-Fact for Bruce
Wallace

05/17/2017

__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) This transaction was executed in multiple trades at prices ranging from \$181.90 to \$182.89; the price reported above reflects the weighted average sale price.
- (2) 25%/4yr beginning on 01-May-2016.
- (3) 25%/4yr beginning on 29-Apr-2015.
- (4) 25%/4yr beginning on 02-May-2017.
- (5) 25%/4yr beginning on 30-Apr-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.