

SVB FINANCIAL GROUP
 Form 4
 May 04, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)

04/30/2016

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 Digital 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	04/30/2016		M		650 A \$ 64.37	D	
Common Stock	05/01/2016		M		400 A \$ 71.11	D	
Common Stock	05/01/2016		M		293 A \$ 64.37	D	
Common Stock	05/02/2016		M		2,200 A \$ 64.37	D	
Common Stock	05/02/2016		M		1,200 A \$ 71.11	D	

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Common Stock	05/02/2016	S	3,400	D	\$ 105.1795 (2)	11,384	D	
Common Stock	05/02/2016	F	507 (3)	D	\$ 105.18	10,877	D	
Common Stock						304	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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SEC 1474
(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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	\$ 0	05/01/2016		M	400	05/01/2013 05/01/2019	Common Stock
Stock Option	\$ 64.37	05/02/2016		M	2,200	05/01/2013 05/01/2019	Common Stock
Stock Option	\$ 71.11	05/02/2016		M	1,200	04/30/2014 04/30/2020	Common Stock
Restricted Stock Unit	\$ 0	04/30/2016		M	650	04/30/2014 04/30/2020	Common Stock
Restricted Stock Unit	\$ 0	05/01/2016		M	293	05/01/2016 05/01/2022	Common Stock
Performance Restricted Stock Unit	\$ 0	02/16/2016		A V	4,837 (4)	01/30/2019 02/16/2023	Common Stock
Restricted Stock Unit	\$ 0	05/02/2016		A	1,415 (6)	05/02/2017 05/02/2023	Common Stock
Stock Option	\$ 105.18	05/02/2016		A	4,829 (7)	05/02/2017 05/02/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

05/04/2016

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (2) The 3,400 shares were sold through separate trades, with the sale prices ranging from \$105.00 to \$105.5011 and at a weighted average sale price of \$105.1795.
- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.

Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting. The extent to which the PRSU awards are earned will be based on the Company's performance for calendar years 2016-2018 and other considerations, as determined pursuant to the discretion of the Compensation Committee and the 162m Committee. The reported number of shares is the maximum number of shares that may be earned by the reporting person, based on the achievement of 150% of target performance. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 30, 2019.

- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (6) Restricted stock units are subject to annual vesting in equal installments on May 2, 2017, May 2, 2018, May 2, 2019, and May 2, 2020.

- (7) The grant of stock options is subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates. The exercise price of the stock options is determined based on the closing price of SVB's common stock on the date of grant.

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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