Dent Mary Form 5 February 15, 2012

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31, Expires:

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

OMB

See Instruction 1(b).

response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * Dent Mary

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

SVB FINANCIAL GROUP [SIVB]

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

(Month/Day/Year)

Director X

10% Owner

12/31/2011

_ Officer (give title below)

Other (specify below)

(Middle)

4. If Amendment, Date Original

General Counsel 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

Code

(Instr. 8)

(check applicable line)

SANTA CLARA, Â CAÂ 95054

3003 TASMAN DRIVE

X Form Filed by One Reporting Person _ Form Filed by More than One Reporting

Person

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Transaction

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Amount (D) Price of Issuer's Fiscal Year

(Instr. 3 and 4)

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.

SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed Security of (D) (Instr. 3, 4,

and 5)

Expiration Title (A) (D) Date

Exercisable Date

Am

or Nu of Sha

3,

Performance

Based Common J(1)3,000 12/20/2013 12/20/2013 \$0 01/25/2012 12/31/2011 Restricted Stock

Stock Unit

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Dent Mary

3003 TASMAN DRIVE Â À General Counsel À

SANTA CLARA, CAÂ 95054

Signatures

Lisa Bertolet as attorney 02/15/2012 in fact

**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).

This award represents the portion of a previously-reported performance-based restricted stock unit grant that was deemed earned by the (1) Compensation Committee of the Board of Directors on 1/25/12. The grant was originally reported on a Form 4 in May 2011, with a maximum award of 150% of target. 50% of target was deemed earned and is subject to further time-based vesting until 12/20/13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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