

SVB FINANCIAL GROUP
Form 4
October 30, 2013

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 *
Parsons Joan

(Last) (First) (Middle)
SVB FINANCIAL GROUP, 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)
06/28/2013

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)
Head of US Banking

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect (I) or Direct (D) (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|--------------------|---|--|
| Common Stock | 06/28/2013 | | A | V | 429 ⁽¹⁾ | A \$ 49.504 | 13,765 | D |
| Common Stock | 10/26/2013 | | M | | 194 | A <u>(2)</u> | 13,959 | D |
| Common Stock | 10/27/2013 | | M | | 250 | A <u>(2)</u> | 14,209 | D |
| Common Stock | 10/28/2013 | | F | | 82 ⁽³⁾ | D \$ 97.77 | 14,127 | D |
| Common Stock | 10/28/2013 | | F | | 64 ⁽³⁾ | D \$ 97.77 | 14,063 | D |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 10/26/2013 | | M | 194 (4) | 10/26/2011 10/26/2017 | Common Stock | 194 |
| Restricted Stock Unit | \$ 0 | 10/27/2013 | | M | 250 (5) | 10/27/2010 10/27/2016 | Common Stock | 250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parsons Joan SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Head of US Bankiing | |

Signatures

Denise West, Attorney-in-Fact for Joan Parsons 10/30/2013

**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) Acquired under the Issuer's Employee Stock Purchase Plan.

(2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.

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- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (4) A tranche of previously reported restricted stock units vested on 10/26/2013.
- (5) A tranche of previously reported restricted stock units vested on 10/27/2013.

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.