

SVB FINANCIAL GROUP

Form 4

September 05, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edmonds-Waters Christopher

(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)

06/30/2014

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 ____ Other (specify
below) below)

Head of Human Resources

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	06/30/2014		A	V	47 ⁽¹⁾	A \$ 87.746	2,996 D
Common Stock	09/03/2014		M		1,600	A \$ 27.84	4,596 D
Common Stock	09/03/2014		M		2,000	A \$ 45.19	6,596 D
Common Stock	09/03/2014		M		1,500	A \$ 60.37	8,096 D
Common Stock	09/03/2014		M		1,575	A \$ 64.37	9,671 D

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Common Stock 09/03/2014 S 6,675 D \$ 112.6835 2,996 D
(2)

Common Stock 2,498 (3) 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 (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	\$ 45.19	09/03/2014		M	2,000	07/27/2011 07/27/2017	Common Stock	2,000
Stock Option	\$ 60.37	09/03/2014		M	1,500	04/27/2012 04/27/2018	Common Stock	1,500
Stock Option	\$ 64.37	09/03/2014		M	1,575	05/01/2013 05/01/2019	Common Stock	1,575
Stock Option	\$ 27.84	09/03/2014		M	1,600	05/12/2010 05/12/2016	Common Stock	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships
Edmonds-Waters Christopher SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Director 10% Owner Officer Other Head of Human Resources

Signatures

Denise West, Attorney-in-Fact for Christopher
Edmonds-Waters

09/05/2014

__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) Acquired under the Issuer's Employee Stock Purchase Plan.
- (2) The 6,675 shares were sold through separate trades, with the sale prices ranging from \$112.36 to \$112.87 and at a weighted average sale price of \$112.6835.
- (3) The information in this report is based on 401(k)/ESOP Plan statement dated as of June 30, 2014.

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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