

SVB FINANCIAL GROUP
Form 4
May 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
Cox Philip C

(Last) (First) (Middle)
3003 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)
04/30/2015

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 EMEA India & President,UK

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 04/30/2015 | | M | | 575 ⁽¹⁾ | A | ⁽²⁾ 2,699 |
| Common Stock | 04/30/2015 | | F | | 259 ⁽³⁾ | D | \$ 132.76 2,440 |
| Common Stock | 04/30/2015 | | M | | 1,500 | A | \$ 60.37 3,940 |
| Common Stock | 04/30/2015 | | M | | 813 | A | \$ 64.37 4,753 |
| Common Stock | 04/30/2015 | | M | | 550 | A | \$ 49.18 5,303 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------------------------|-------|---|
| Common Stock | 04/30/2015 | M | 2,350 | A | \$ 71.11 | 7,653 | D |
| Common Stock | 04/30/2015 | F | 3,806 | D | \$ 134.5384 <u>(4)</u> | 3,847 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | 04/30/2015 | | M | 575 <u>(1)</u> | 04/30/2014 04/30/2020 | Common Stock | 575 |
| Stock Option | \$ 64.37 | 04/30/2015 | | M | 813 | 05/01/2013 05/01/2019 | Common Stock | 813 |
| Stock Option | \$ 71.11 | 04/30/2015 | | M | 2,350 | 04/30/2014 04/30/2020 | Common Stock | 2,350 |
| Stock Option | \$ 60.37 | 04/30/2015 | | M | 1,500 | 04/27/2012 04/27/2018 | Common Stock | 1,500 |
| Stock Option | \$ 49.18 | 04/30/2015 | | M | 550 | 04/30/2011 04/30/2017 | Common Stock | 550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Philip C 3003 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Head EMEA India & President,UK | |

Signatures

Denise West, Attorney-in-Fact for
Philip Cox

05/04/2015

__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) Previously reported restricted stock units vested on 4/30/2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (4) The 3,806 shares were sold through separate trades, with the sale prices ranging from \$134.44 to \$134.65 and at a weighted average sale price of \$134.5384.

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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