BECKER GREGORY W

Form 4 April 29, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BECKER GREGORY W**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

SVB FINANCIAL GROUP [SIVB]

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/27/2011

_X__ Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below)

Pres & CEO

3005 TASMAN DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)					
				Code V	(A) (` /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	04/27/2011		J <u>(1)</u>	13,500		12/20/2013	12/20/2013	Common Stock	13,500
Restricted Stock Units	\$ 0	04/27/2011		<u>J(3)</u>	5,000		04/27/2012	04/27/2015	Common Stock	5,000
Restricted Stock Unit	\$ 0	04/27/2011		J <u>(4)</u>	19,000		04/27/2015	04/27/2015	Common Stock	19,000
Stock Options	\$ 60.37	04/27/2011		J(2)	24,000		04/27/2012	04/27/2018	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BECKER GREGORY W 3005 TASMAN DRIVE	X		Pres & CEO					
SANTA CLARA, CA 95054								

Signatures

Lisa Bertolet as attorney 04/29/2011 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).

The reporting person was granted performance-based restricted stock units which are subject to performance and time-based vesting (PRSUs). The extent to which the PRSU awards are earned will be based on the Company's 2011 performance, as determined pursuant to

- the sole discretion of the Compensation Committee of the Board of Directors. The reported number of shares is the maximum number of shares that may be earned by the reporting person, based on achievement of 150% of target performance. The RSUs are effective as of 4/27/2011, and the extent deemed earned at the end of the 2011 performance period, will vest on 12/20, 2013, subject to continued service.
- (2) Stock options vest 25% annually over 4 years from date of grant.
- (3) Restricted Stock Units vest 25% annually over 4 years from date of grant.
- (4) Restricted stock units cliff vest 4 years from 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. 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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