

Edmonds-Waters Christopher
 Form 4
 November 17, 2017

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 *
 Edmonds-Waters Christopher

(Last) (First) (Middle)
 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)
 11/15/2017

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 Human Resources

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) or Price (A) | | |
| Common Stock | 06/30/2017 | | A | V | 35 ⁽¹⁾ | A | \$ 146.302 5,918 D |
| Common Stock | 11/15/2017 | | M | | 1,475 | A | \$ 71.11 7,393 D |
| Common Stock | 11/15/2017 | | M | | 1,181 | A | \$ 129.81 8,574 D |
| Common Stock | 11/15/2017 | | M | | 974 | A | \$ 107.98 9,548 D |
| Common Stock | 11/15/2017 | | S | | 943 | D | \$ 209.4144 8,605 D |

(2)

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------------|-----------|---|-------------------|
| Common Stock | 11/15/2017 | S | 2,687 | D | \$ 210.0189 (3) | 5,918 | D | |
| Common Stock | | | | | | 2,816 (4) | I | By 401(k)/ESOP |

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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 129.81 | 11/15/2017 | | M | 1,181 | (5) 05/01/2022 | Common Stock | 1,181 |
| Stock Option | \$ 107.98 | 11/15/2017 | | M | 974 | (6) 04/29/2021 | Common Stock | 974 |
| Stock Option | \$ 71.11 | 11/15/2017 | | M | 1,475 | (7) 04/30/2020 | Common Stock | 1,475 |

Reporting Owners

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

Signatures

Denise West, Attorney-in-Fact for Christopher Edmonds-Waters
11/17/2017

__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) These shares were acquired under the Issuer's Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) This transaction was executed in multiple trades at prices ranging from \$208.77 to \$209.74; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$209.84 to \$210.21; the price reported above reflects the weighted average sale price.
- (4) The information in this report is based on 401(k)/ESOP Plan statement dated as of September 30, 2017.
- (5) 25%/4yr beginning on 01-May-2016.
- (6) 25%/4yr beginning on 29-Apr-2015.
- (7) 25%/4yr beginning on 30-Apr-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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