Zuckert Michael S
Form 4
May 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Zuckert Michael S

(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)
05/01/2019

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)
General Counsel

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	05/01/2019		M		170	A	(1)	4,595	D	
Common Stock	05/01/2019		M		148	A	(1)	4,743	D	
Common Stock	05/01/2019		F		74 (2)	D	$ 250.43	4,669	D	
Common Stock	05/01/2019		F		85 (2)	D	$ 250.43	4,584	D	
Common Stock								102 (3)	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.

SEC 1474 (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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o S
Performance Restricted Stock Unit	$ 0	05/01/2019		A		2,160		01/31/2022(5)	05/01/2026	Common Stock	
Performance Restricted Stock Unit	$ 0	05/01/2019		A		3,085		01/31/2022(5)	05/01/2026	Common Stock	
Restricted Stock Unit	$ 0	05/01/2019		M			170	(6)	05/01/2022	Common Stock	
Restricted Stock Unit	$ 0	05/01/2019		M			148	(7)	05/01/2025	Common Stock	
Restricted Stock Unit	$ 0	05/01/2019		A		1,028		05/01/2022(8)	05/01/2026	Common Stock	
Restricted Stock Unit	$ 0	05/01/2019		A		720		(9)	05/01/2026	Common Stock	
Stock Option	$ 250.43	05/01/2019		A		2,863		05/01/2022(10)	05/01/2026	Common Stock	
Stock Option	$ 250.43	05/01/2019		A		2,004		(11)	05/01/2026	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckert Michael S 3005 TASMAN DRIVE			General Counsel	

SANTA CLARA, CA 95054

Signatures

Wei Sun, Attorney-in-Fact for Michael Zuckert 05/03/2019

**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)	Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
(10)	Stock options are subject to cliff vest on May 1, 2022.
(11)	Stock options are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
(2)	Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
(3)	The information in this report is based on 401(k)/ESOP Plan statement dated as of March 31, 2019.
(4)	Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
(5)	Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting and scheduled to vest on January 31, 2022.
(6)	25%/4yr beginning on 01-May-2015.
(7)	25%/4yr beginning on 01-May-2018.
(8)	Restricted stock units are subject to cliff vest on May 1, 2022.
(9)	Restricted stock units are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.

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.