

SVB FINANCIAL GROUP
Form 4
January 04, 2016

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 *
BECKER GREGORY W

(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)

12/30/2015

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)

President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/30/2015 | | M | 3,106 A \$ 60.37 | 47,911 | I | Revocable Trust |
| Common Stock | 12/30/2015 | | M | 8,589 A \$ 64.37 | 56,500 | I | Revocable Trust |
| Common Stock | 12/30/2015 | | M | 2,772 A \$ 71.11 | 59,272 | I | Revocable Trust |
| Common Stock | 12/30/2015 | | S | 2,600 D \$ 120.7444 (1) | 56,672 | I | Revocable Trust |
| Common Stock | 12/30/2015 | | S | 506 D \$ 121.654 (2) | 56,166 | I | Revocable Trust |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|-----------|----------|--------|---|-----------------|
| Common Stock | 12/30/2015 | S | 6,528 | D | \$ (3) | 120.4589 | 49,638 | I | Revocable Trust |
| Common Stock | 12/30/2015 | S | 1,861 | D | \$ (4) | 121.2537 | 47,777 | I | Revocable Trust |
| Common Stock | 12/30/2015 | S | 200 | D | \$ (5) | 122.69 | 47,577 | I | Revocable Trust |
| Common Stock | 12/30/2015 | S | 2,226 | D | \$ (6) | 121.0435 | 45,351 | I | Revocable Trust |
| Common Stock | 12/30/2015 | S | 546 | D | \$ (7) | 121.8898 | 44,805 | I | Revocable Trust |
| Common Stock | | | | | | | 3,527 | 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 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 | \$ 60.37 | 12/30/2015 | | M | 3,106 | 04/27/2012 04/27/2018 | Common Stock | 3,106 |
| Stock Option | \$ 64.37 | 12/30/2015 | | M | 8,589 | 05/01/2013 05/01/2019 | Common Stock | 8,589 |
| Stock Option | \$ 71.11 | 12/30/2015 | | M | 2,772 | 04/30/2014 04/30/2020 | Common Stock | 2,772 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER GREGORY W SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | President and CEO | |

Signatures

Denise West, Attorney-in-Fact for Gregory
Becker

01/04/2016

__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) The 2,600 shares were sold through separate trades, with the sale prices ranging from \$120.39 to \$121.11 and at a weighted average sale price of \$120.7444.
- (2) The 506 shares were sold through separate trades, with the sale prices ranging from \$121.39 to \$121.82 and at a weighted average sale price of \$121.654.
- (3) The 6,528 shares were sold through separate trades, with the sale prices ranging from \$120.00 to \$120.995 and at a weighted average sale price of \$120.4589.
- (4) The 1,861 shares were sold through separate trades, with the sale prices ranging from \$121.00 to \$121.82 and at a weighted average sale price of \$121.2537.
- (5) The 200 shares were sold through separate trades, with the sale prices ranging from \$122.385 to \$122.995 and at a weighted average sale price of \$122.69.
- (6) The 2,226 shares were sold through separate trades, with the sale prices ranging from \$120.72 to \$121.60 and at a weighted average sale price of \$121.0435.
- (7) The 546 shares were sold through separate trades, with the sale prices ranging from \$121.82 to \$122.34 and at a weighted average sale price of \$121.8898.

Remarks:

All transactions reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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.