

Cox Philip C
Form 4
May 04, 2018

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)

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)

05/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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 | (A) or (D) | Price |
| Common Stock | 05/02/2018 | | M | | 265 | A | 11 |
| Common Stock | 05/02/2018 | | M | | 217 | A | 11 |
| Common Stock | 05/02/2018 | | M | | 232 | A | \$ 107.98 |
| Common Stock | 05/02/2018 | | M | | 906 | A | \$ 105.18 |
| Common Stock | 05/02/2018 | | F | | 102 | D | \$ 306.01 |

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| | | | | | | | |
|--------------|------------|---|--------------------|---|-----------|-------|---|
| Common Stock | 05/02/2018 | F | 125 ⁽²⁾ | D | \$ 306.01 | 7,149 | D |
| Common Stock | 05/02/2018 | S | 604 | D | \$ 304.75 | 6,545 | D |
| Common Stock | 05/02/2018 | S | 84 | D | \$ 304.75 | 6,461 | D |

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

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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. F. Derivative Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 | 05/02/2018 | | M | | 265 | <u>(3)</u> | 05/02/2023 | | Common Stock | 265 |
| Restricted Stock Unit | \$ 0 | 05/02/2018 | | M | | 217 | <u>(4)</u> | 05/02/2024 | | Common Stock | 217 |
| Stock Option | \$ 107.98 | 05/02/2018 | | M | | 232 | <u>(5)</u> | 04/29/2021 | | Common Stock | 232 |
| Stock Option | \$ 105.18 | 05/02/2018 | | M | | 906 | <u>(3)</u> | 05/02/2023 | | Common Stock | 906 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cox Philip C
3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Head EMEA India & President,UK

Signatures

Denise West, Attorney-in-Fact for
Philip Cox

05/04/2018

__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.
 - (2) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
 - (3) 25%/4yr beginning on 02-May-2017.
 - (4) 25%/4yr beginning on 02-May-2018.
 - (5) 25%/4yr beginning on 29-Apr-2015.

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.