

SVB FINANCIAL GROUP

Form 4

May 01, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cadieux Marc C

(Last) (First) (Middle)

SVB FINANCIAL GROUP, 3003
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)

04/29/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Credit Officer

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)
Common Stock					5,433	D	
Common Stock					6,074	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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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	04/29/2014		A	1,891	01/30/2017 ⁽¹⁾ 04/29/2021	Common Stock	1,891
Restricted Stock Unit	\$ 0	04/29/2014		A	741	04/29/2015 ⁽²⁾ 04/29/2021	Common Stock	741
Stock Option	\$ 107.98	04/29/2014		A	4,479	04/29/2015 ⁽³⁾ 04/29/2021	Common Stock	4,479

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cadieux Marc C SVB FINANCIAL GROUP 3003 TASMAN DRIVE SANTA CLARA, CA 95054	Chief Credit Officer

Signatures

Denise West, Attorney-in-Fact for Marc Cadieux
05/01/2014

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) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting. The extent to which the PRSU awards are earned will be based on the Company's performance for calendar years 2014-2016 and other considerations, as determined pursuant to the 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 the achievement of 150% of target performance. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 30, 2017.
- (2) Restricted stock units are subject to annual vesting in equal installments on April 29, 2015, April 29, 2016, April 29, 2017, and April 29, 2018.

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- The grant of stock options is subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the
- (3) successive anniversary dates. The exercise price of the stock options is determined based on the closing price of SIVB common stock on the 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.

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