

SVB FINANCIAL GROUP  
Form 4  
January 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**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)	Price		
Common Stock	12/30/2015		M	A	3,106 \$ 60.37	I	Revocable Trust
Common Stock	12/30/2015		M	A	8,589 \$ 64.37	I	Revocable Trust
Common Stock	12/30/2015		M	A	2,772 \$ 71.11	I	Revocable Trust
Common Stock	12/30/2015		S	D	2,600 \$ 120.7444 (1)	I	Revocable Trust
Common Stock	12/30/2015		S	D	506 \$ 121.654 (2)	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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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 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.