

SVB FINANCIAL GROUP
Form 4
May 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
WILCOX KENNETH P

(Last) (First) (Middle)
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)
04/29/2008

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 & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/01/2008 | | M ⁽¹⁾ | | 6,000 | A | \$ 30.84 79,441 |
| Common Stock | 05/01/2008 | | S ⁽¹⁾ | | 6,000 | D | \$ 48.683 73,441 |
| Common Stock | | | | | | I | 7,679 By self in 401k/ESOP |

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

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number.

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 30.84 | 05/01/2008 | | M ⁽¹⁾ | 6,000 | 05/30/2003 | 05/30/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 48.76 | 04/29/2008 | | A | 29,500 | 04/29/2009 ⁽²⁾ | 04/29/2015 | Common Stock |
| Restricted Stock Unit | \$ 0 | 04/29/2008 | | A ⁽³⁾ | 13,650 | 12/03/2010 | 12/31/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILCOX KENNETH P 3003 TASMAN DRIVE SANTA CLARA, CA 95054 | X | | President & CEO | |

Signatures

By: Lisa Bertolet as attorney in fact For: Kenneth P. Wilcox 05/01/2008

__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 sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person as of May 10, 2005.
- (2) Stock options were granted to the reporting person. Vesting will occur annually from the date of grant over 4 years with 25% vesting each year.
- (3) The reporting person was granted restricted stock units (RSUs) which are subject to performance-based vesting. The RSUs are effective as of 4/29/08, and will vest on 12/3/2010, based on the level of return on average equity (ROE) as reported on the company's 2008 financial statements as follows: (i) none will vest if less than 90% of target ROE is achieved; (ii) 50% will vest if 90% but less than 100% of target ROE is achieved; (iii) 100% will vest if 100% but less than 110% of target ROE is achieved, and; and (iv) 150% of the award will vest if 110% or greater of target ROE is achieved. The reported number of shares on this form is based on achievement of 110% or

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greater of target. Vesting is also subject to the Company meeting certain expense control targets. The Compensation Committee of the Board of Directors will have the discretion to adjust the performance targets to take into account any extraordinary items.

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.