

Wallace Bruce
Form 4
May 01, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wallace Bruce

(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)

04/27/2012

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 below) ____ Other (specify below)

COO

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	04/27/2012	04/27/2012	M ⁽¹⁾	250 A \$ 0	2,300	D	
Common Stock	04/27/2012	04/27/2012	F	92 D \$ 65.7	2,208	D	
Common Stock	04/30/2012	04/28/2012	M ⁽²⁾	394 A \$ 0	2,602	D	
Common Stock	04/30/2012	04/28/2012	F	144 D \$ 64.09	2,458	D	
Common Stock	04/30/2012	04/30/2012	M ⁽³⁾	438 A \$ 0	2,896	D	

Edgar Filing: Wallace Bruce - Form 4

Common Stock	04/30/2012	04/30/2012	F	160	D	\$ 64.09	2,736	D
-----------------	------------	------------	---	-----	---	-------------	-------	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
Restricted Stock Unit	\$ 0	04/27/2012	04/27/2012	M ⁽¹⁾	250	04/27/2012 04/27/2015	Common Stock	250
Restricted Stock Unit	\$ 0	04/30/2012	04/28/2012	M ⁽²⁾	394	04/28/2012 04/28/2013	Common Stock	394
Restricted Stock Unit	\$ 0	04/30/2012	04/30/2012	M ⁽³⁾	438	04/30/2012 04/30/2014	Common Stock	438

Reporting Owners

Reporting Owner Name / Address	Relationships
Wallace Bruce 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Director 10% Owner Officer Other COO

Signatures

Lisa Bertolet as attorney in fact	05/01/2012
--------------------------------------	------------

**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) A tranch of a previously reported RSU vested. The award vests 25% annually over four years. 750 shares of the award remain outstanding and will vest on April 27, 2013, 2014 and 2015.
- (2) A traunch of a previously reported RSU vested. The award vests 25% annually over four years. 393 shares of the award remain outstanding and will vest on April 28, 2013.
- (3) A traunch of a previously reported RSU vested. The award vests 25% annually over four years. 874 shares of the award remain outstanding and will vest on April 30, 2013 and 2014.

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.