

SVB FINANCIAL GROUP
Form 4
January 30, 2015

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 *
Edmonds-Waters Christopher

(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)

01/28/2015

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)

Head of Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/28/2015 | | M | 1,000 A | \$ 60.37 | 4,921 | D |
| Common Stock | 01/28/2015 | | M | 2,545 A | \$ 45.19 | 7,466 | D |
| Common Stock | 01/28/2015 | | M | 1,475 A | \$ 71.11 | 8,941 | D |
| Common Stock | 01/28/2015 | | S | 2,000 D | \$ 116.98 | 6,941 | D |
| Common Stock | 01/28/2015 | | S | 1,720 D | \$ 115.2002 | 5,221 | D |

(1)

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------------|-----------|---|-------------------|
| Common Stock | 01/28/2015 | S | 1,300 | D | \$ 116.0003 (2) | 3,921 (3) | D | |
| Common Stock | | | | | | 2,498 | 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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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 | 01/28/2015 | | M | 1,000 | 04/27/2012 04/27/2018 | Common Stock | 1,000 |
| Stock Option | \$ 45.19 | 01/28/2015 | | M | 2,545 | 07/27/2011 07/27/2017 | Common Stock | 2,545 |
| Stock Option | \$ 71.11 | 01/28/2015 | | M | 1,475 | 04/30/2014 04/30/2020 | Common Stock | 1,475 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edmonds-Waters Christopher SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Head of Human Resources | |

Signatures

Denise West, Attorney-in-Fact for Christopher
Edmonds-Waters

01/30/2015

__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 1,720 shares were sold through separate trades, with the sale prices ranging from \$114.76 to \$115.75 and at a weighted average sale price of \$115.2002.
 - (2) The 1,300 shares were sold through separate trades, with the sale prices ranging from \$115.76 to \$116.55 and at a weighted average sale price of \$116.0003.
 - (3) Includes 17 shares acquired under the SVB stock purchase plan on 12-31-2014.

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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