

SVB FINANCIAL GROUP  
Form 4  
May 16, 2014

**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 \*  
**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)

**05/15/2014**

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) |   |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |   |                 |
| Common Stock                    | 05/15/2014                           |  | M                              |   | 4,450<br>(1)  | A  | \$ 27.84 53,423                                       | I | Revocable Trust |
| Common Stock                    | 05/15/2014                           |  | S                              |   | 1,637<br>(1)  | D  | \$ 101.1594<br>(2)                                    | I | Revocable Trust |
| Common Stock                    | 05/15/2014                           |  | S                              |   | 2,475<br>(1)  | D  | \$ 101.7021<br>(2)                                    | I | Revocable Trust |
| Common Stock                    | 05/15/2014                           |  | S                              |   | 338<br>(1)  | D  | \$ 102.6308<br>(2)                                    | I | Revocable Trust |

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Common Stock 6,729 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                               | \$ 27.84   | 05/15/2014                           |  | M                              | 4,450<br><u>(1)</u>   | 05/12/2010 05/12/2016                                    | Common Stock  | 4,450                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BECKER GREGORY W<br>SVB FINANCIAL GROUP<br>3005 TASMAN DRIVE<br>SANTA CLARA, CA 95054 |               |           | President and CEO |       |

## Signatures

Denise West, Attorney-in-Fact for Gregory W. Becker 05/16/2014

\*\*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) The exercise and sale of the stock option in this Form 4 was affected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person effective October 29, 2013.
- (2) Represents the weighted average sale price per share. The actual sale prices ranged from a low of \$100.50 to a high of \$102.68.

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