SVB FINANCIAL GROUP

Form 4

March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

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OMB APPROVAL

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **BENHAMOU ERIC**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Street)

SVB FINANCIAL GROUP [SIVB]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

540 COWPER STREET, SUITE 200 03/02/2015 _X__ Director 10% Owner Officer (give title _ Other (specify

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

PALO ALTO, CA 94301

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	irities Acquir	ed, 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)		sed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	02/02/2015		Code V	Amount		Price \$ 123.042	(Instr. 3 and 4)	D	
Stock	03/02/2015		S	1,000	D	<u>(1)</u> \$	20,029	D	
Common Stock	03/02/2015		S	622	D	123.8581	19,407	D	
Common Stock	03/03/2015		S	1,599	D	\$ 125.0897 (3)	17,808	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
roporous o man round, raun ess	Director	10% Owner	Officer	Other			
BENHAMOU ERIC 540 COWPER STREET SUITE 200 PALO ALTO, CA 94301	X						

Signatures

Denise West, Attorney-in-fact for Eric
Benhamou

03/04/2015

**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 1,000 shares were sold through separate trades, with the sale prices ranging from \$122.51 to \$123.45 and at a weighted average sale price of \$123.042.
- (2) The 622 shares were sold through separate trades, with the sale prices ranging from \$123.7701 to \$124.03 and at a weighted average sale price of \$123.8581.
- (3) The 1,599 shares were sold through separate trades, with the sale prices ranging from \$124.625 to \$125.58 and at a weighted average sale price of \$125.0897.

Remarks:

All transactions reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan entered into by the reporting personate. File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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