

SVB FINANCIAL GROUP

Form 4

December 04, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VERISSIMO MARC J

(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)
12/01/2006

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)

Chief Strategy Officer

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/01/2006		J ⁽¹⁾		7,500	A	\$ 47.09	14,081	D
Common Stock	12/01/2006		J ⁽²⁾		3,431	D	\$ 47.09	10,650	D
Common Stock	12/04/2006		M		8,000	A	\$ 23.688	18,650	D
Common Stock	12/04/2006		M		129	A	\$ 17.07	18,779	D
Common Stock	12/04/2006		S		319	D	\$ 47.81	18,460	D

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Common Stock	12/04/2006	S	2,100	D	\$ 47.57	16,360	D	
Common Stock	12/04/2006	S	41	D	\$ 47.58	16,319	D	
Common Stock	12/04/2006	S	1,309	D	\$ 47.59	15,010	D	
Common Stock	12/04/2006	S	300	D	\$ 47.59	14,710	D	
Common Stock						11,544	I	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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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 17.07	12/04/2006		M	129	11/08/2003	11/08/2012	Common Stock	129
Incentive Stock Option (right to buy)	\$ 23.688	12/04/2006		M	8,000	04/20/2001	04/20/2010	Common Stock	8,000
Restricted Stock Unit	\$ 0	12/01/2006		J ⁽¹⁾	6,328	12/01/2006	12/01/2007	Common Stock	6,328
Restricted Stock Unit	\$ 0	12/01/2006		J ⁽¹⁾	1,172	12/01/2006	11/03/2008	Common Stock	1,172

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERISSIMO MARC J 3003 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Strategy Officer	

Signatures

By: Lisa Bertolet as attorney in fact For: Marc J.
Verissimo

12/04/2006

____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 reporting person was granted restricted stock units (RSUs), as previously reported, which have now fully vested and been released.

(2) The reporting person surrendered company stock to pay for taxes associated with the vesting of a previously reported restricted stock unit.

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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