

KELLOGG HARRY W JR
 Form 4
 November 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
KELLOGG HARRY W JR

(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)
 11/04/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President of MerchantBank

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/04/2010 | | M ⁽¹⁾ | | 1,000 | A | \$ 36.56 |
| Common Stock | 11/04/2010 | | S ⁽¹⁾ | | 1,000 | D | \$ 45 |
| Common Stock | 11/05/2010 | | M ⁽¹⁾ | | 1,328 | A | \$ 36.56 |
| Common Stock | 11/05/2010 | | M ⁽¹⁾ | | 1,672 | A | \$ 26 |
| Common Stock | 11/05/2010 | | S ⁽¹⁾ | | 3,000 | D | \$ 47 |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 36.56 | 11/04/2010 | | M ⁽¹⁾ | 1,000 | 07/27/2005 04/23/2011 | Common stock | 1,000 |
| Stock Option | \$ 36.56 | 11/05/2010 | | M ⁽¹⁾ | 1,328 | 07/27/2005 04/23/2011 | Common Stock | 1,328 |
| Stock Option | \$ 26 | 11/05/2010 | | M ⁽¹⁾ | 1,672 | 11/16/2002 11/16/2011 | Common Stock | 1,672 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| KELLOGG HARRY W JR 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | Director 10% Owner Officer Other President of MerchantBank |

Signatures

Lisa Bertolet as attorney in fact
11/05/2010
**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 transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person as of August 2, 2010.

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.