Parsons Joan Form 5 February 15, 2012

FORM 5

OMB APPROVAL

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

OWNERSHIP OF SECURITIES

OMB Number: 3235-0362

January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

Estimated average

may continue. *See* Instruction

burden hours per response...

Expires:

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Parsons Joan Symbol SVB FINANCIAL GROUP [SIVB] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner _ Officer (give title X Other (specify 12/31/2011 below) below) 3005 TASMAN DRIVE Head of US Banking

(Street) 4. If Amendment, Date Original

(Zip)

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

SANTA CLARA, Â CAÂ 95054

(State)

(City)

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A)

(A) Fiscal Year or (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed Security of (D) (Instr. 3, 4,

and 5)

Expiration Title (A) (D) Date

Exercisable Date

Am

or Nu of Sha

3,

Performance

Based Common J(1)3,000 12/20/2013 12/20/2013 \$0 01/25/2012 12/31/2011 Restricted Stock

Stock Unit

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Parsons Joan

3005 TASMAN DRIVE Â Â Head of US Banking

SANTA CLARA, CAÂ 95054

Signatures

Lisa Bertolet as attorney 02/15/2012 in fact

**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).

This award represents the portion of a previously-reported performance-based restricted stock unit grant that was deemed earned by the (1) Compensation Committee of the Board of Directors on 1/25/12. The grant was originally reported on a Form 4 in May 2011, with a maximum award of 150% of target. 50% of target was deemed earned and is subject to further time-based vesting until 12/20/13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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