

SVB FINANCIAL GROUP
Form 4
September 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 *
Parsons Joan

(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)

09/12/2014

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)

Head of Specialty Banking

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/12/2014		M		5,250 A \$ 60.37	16,675	D
Common Stock	09/12/2014		M		4,600 A \$ 64.37	21,275	D
Common Stock	09/12/2014		M		2,350 A \$ 71.11	23,625	D
Common Stock	09/12/2014		S		5,250 D \$ 115.4737	18,375	D
Common Stock	09/12/2014		S		4,600 D \$ 115.5241	13,775	D

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Common Stock	09/12/2014	S	2,350	D	\$ 115.5523	11,425	D	
Common Stock	09/12/2014	S	5,425	D	\$ 115.4167 (1)	6,000	D	
Common Stock	09/12/2014	S	900	D	\$ 116.1056 (2)	5,100	D	
Common Stock						5,816	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	\$ 71.11	09/12/2014		M	2,350	04/30/2014 04/30/2020	Common Stock	2,350
Stock Option	\$ 64.37	09/12/2014		M	4,600	05/01/2013 05/01/2019	Common Stock	4,600
Stock Option	\$ 60.37	09/12/2014		M	5,250	04/27/2012 04/27/2018	Common Stock	5,250

Reporting Owners

Reporting Owner Name / Address	Relationships
Parsons Joan SVB FINANCIAL GROUP	Director 10% Owner Officer Head of Specialty Banking

3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Signatures

Denise West, Attorney-in-fact for Joan
Parsons

09/16/2014

__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 5,425 shares were sold through separate trades, with the sale prices ranging from \$115.00 to \$115.9 and at a weighted average sale price of \$115.4167.
 - (2) The 900 shares were sold through separate trades, with the sale prices ranging from \$115.92 to \$116.31 and at a weighted average sale price of \$116.1056.

Remarks:

All transactions reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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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