Webb David Form 4 May 24, 2007

FORM 4

Form 5

Check this box

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

OMB APPROVAL

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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 1(b).

(Middle)

(Print or Type Responses)

1. Name and Address of Reporting Person * Webb David

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SVB FINANCIAL GROUP [SIVB]

(Check all applicable)

(First) (Last)

3003 TASMAN DRIVE

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

05/22/2007

below) below)

6. Individual or Joint/Group Filing(Check

Chief Information Officer

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

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

SANTA CLARA, CA 95054

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code

Following Reported

Owned

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securit Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A E (J (J	Acquired A) or Disposed D) Instr. 3, and 5)	d of				
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 52.72	05/22/2007		J <u>(1)</u>	۷	4,600		05/22/2008	05/22/2014	Common Stock	4,6
Performance Shares	\$ 0	05/22/2007		J(2)	2	2,700		12/03/2009	12/31/2009	Common Stock	2,7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Webb David

3003 TASMAN DRIVE Chief Information Officer

SANTA CLARA, CA 95054

Signatures

By: Lisa Bertolet as attorney in fact For: David
Webb 05/24/2007

**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) Stock options were granted to the reporting person. Vesting will occur annually from the date of grant over 4 years with 25% vesting each vear.

The reporting person was granted restricted stock units (RSUs) which are subject to performance-based vesting. The RSUs are effective as of 5/22/07, and will fully vest on 12/3/09, subject to the level of return on average equity (ROE) achieved by the Company between 4/1/07 and 12/31/07 as follows: (i) none will vest if less than 90% of target is achieved; (ii) 50% will vest if 90% but less than 100% of

(2) target is achieved; (iii) 100% will vest if 100% but less than 110% of target is achieved, and; and (iv) 150% of the award will vest if 110% or greater of target is achieved. The reported number of shares on this form is based on achievement of 110% or greater of target. Vesting is also subject to the Company meeting certain expense control targets. The Compensation Committee of the Company will have the discretion to adjust the performance targets to take into account any extraordinary items.

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.

Reporting Owners 2