Edmonds-Waters Christopher Form 4 May 03, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Edmonds-Waters Christopher**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SVB FINANCIAL GROUP [SIVB]

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

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

05/01/2012

below) Head of HR

3003 TASMAN DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Transaction(s)

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

Reported

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number 4. Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Stock Options	\$ 64.37	05/01/2012	05/01/2012	A	6,300	05/01/2013(1)	05/01/2019	Common Stock	6,3
Performance Based Restricted Stock Units	\$ 0	05/01/2012	05/01/2012	A	2,850	12/20/2014(3)	12/20/2014	Common Stock	2,8
Restricted Stock Units	\$ 0	05/01/2012	05/01/2012	A	1,100	05/01/2013(2)	05/01/2016	Common Stock	1,1

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
Edmonds-Waters Christopher 3003 TASMAN DRIVE			Head of HR			
SANTA CLARA, CA 95054						

Signatures

Lisa Bertolet as attorney o5/03/2012

**Signature of Reporting Person Da

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 vest 25% annually over 4 years from date of grant.
- (2) Restricted Stock Units vest 25% annually over 4 years from date of grant.

The reporting person was granted performance-based restricted stock units which are subject to performance and time-based vesting (PRSUs). The extent to which the PRSU awards are earned will be based on the Company's 2012 performance, as determined pursuant to

(3) the sole discretion of the Compensation Committee of the Board of Directors. The reported number of shares is the maximum number of shares that may be earned by the reporting person, based on achievement of 150% of target performance. The PRSUs are effective as of 5/1/2012, and the extent deemed earned at the end of the 2012 performance period, will vest on 12/20/2014, subject to continued service.

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.

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