

SVB FINANCIAL GROUP

Form 4

May 03, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Descheneaux Michael

(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)
04/29/2017

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)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/29/2017	05/01/2017	M		443	A	<u>11</u>	14,841	D
Common Stock	04/29/2017	05/01/2017	F		212	<u>(2)</u> D	\$ 180.28	14,629	D
Common Stock	04/30/2017	05/01/2017	M		1,225	A	<u>11</u>	15,854	D
Common Stock	04/30/2017	05/01/2017	F		585	<u>(2)</u> D	\$ 180.28	15,269	D
Common Stock	05/01/2017		M		537	A	<u>11</u>	15,806	D

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Common Stock	05/01/2017	F	257 ⁽²⁾	D	\$ 180.28	15,549	D	
Common Stock						313 ⁽³⁾	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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SEC 1474
(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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	\$ 0	04/29/2017		M	443	<u>(4)</u>	04/29/2021	Common Stock	443
Restricted Stock Unit	\$ 0	04/30/2017		M	1,225	<u>(5)</u>	04/30/2020	Common Stock	1,225
Restricted Stock Unit	\$ 0	05/01/2017		M	537	<u>(6)</u>	05/01/2022	Common Stock	537

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Descheneaux Michael 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Chief Financial Officer

Signatures

Denise West, Attorney-in-Fact for Michael
Descheneaux

05/03/2017

 **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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.

(2) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.

(3) The information in this report is based on 401(k)/ESOP Plan statement dated as of March 31, 2017.

(4) 25%/4yr beginning on 29-Apr-2015.

(5) 25%/4yr beginning on 30-Apr-2014.

(6) 25%/4yr beginning on 01-May-2016.

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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