

SVB FINANCIAL GROUP

Form 4

May 04, 2016

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wallace Bruce

(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)

04/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Digital 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	04/30/2016		M		650	A <u>11</u>	10,691 D
Common Stock	05/01/2016		M		400	A <u>11</u>	11,091 D
Common Stock	05/01/2016		M		293	A <u>11</u>	11,384 D
Common Stock	05/02/2016		M		2,200	A \$ 64.37	13,584 D
Common Stock	05/02/2016		M		1,200	A \$ 71.11	14,784 D

Edgar Filing: SVB FINANCIAL GROUP - Form 4

Common Stock	05/02/2016	S	3,400	D	\$ 105.1795 (2)	11,384	D
--------------	------------	---	-------	---	-----------------------	--------	---

Common Stock	05/02/2016	F	507 (3)	D	\$ 105.18	10,877	D
--------------	------------	---	---------	---	-----------	--------	---

Common Stock						304	I	By 401(k)/ESOP
--------------	--	--	--	--	--	-----	---	-------------------

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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	05/01/2016		M			400	05/01/2013	05/01/2019	Common Stock	4
Stock Option	\$ 64.37	05/02/2016		M			2,200	05/01/2013	05/01/2019	Common Stock	2
Stock Option	\$ 71.11	05/02/2016		M			1,200	04/30/2014	04/30/2020	Common Stock	1
Restricted Stock Unit	\$ 0	04/30/2016		M			650	04/30/2014	04/30/2020	Common Stock	6
Restricted Stock Unit	\$ 0	05/01/2016		M			293	05/01/2016	05/01/2022	Common Stock	2
Performance Restricted Stock Unit	\$ 0	02/16/2016		A	V	4,837 (4)		01/30/2019	02/16/2023	Common Stock	4
Restricted Stock Unit	\$ 0	05/02/2016		A		1,415 (6)		05/02/2017	05/02/2023	Common Stock	1
Stock Option	\$ 105.18	05/02/2016		A		4,829 (7)		05/02/2017	05/02/2023	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Bruce 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Digital Officer	

Signatures

Denise West, Attorney-in-Fact for Bruce
Wallace

05/04/2016

__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) The 3,400 shares were sold through separate trades, with the sale prices ranging from \$105.00 to \$105.5011 and at a weighted average sale price of \$105.1795.

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

(4) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting. The extent to which the PRSU awards are earned will be based on the Company's performance for calendar years 2016-2018 and other considerations, as determined pursuant to the discretion of the Compensation Committee and the 162m Committee. The reported number of shares is the maximum number of shares that may be earned by the reporting person, based on the achievement of 150% of target performance. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 30, 2019.

(5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.

(6) Restricted stock units are subject to annual vesting in equal installments on May 2, 2017, May 2, 2018, May 2, 2019, and May 2, 2020.

(7) The grant of stock options is subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates. The exercise price of the stock options is determined based on the closing price of SVB's common stock on the date of grant.

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.