SVB FINANCIAL GROUP

Form 4 April 28, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

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

may continue. See Instruction

1(b).

Stock

obligations

(Print or Type Responses)

1. Name and Ad STAGLIN G	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(I ant)	(First) (M		SVB FINANCIAL GROUP [SIVB] 3. Date of Earliest Transaction			(Check all applicable)			
(Last)	(First) (M			ansaction					
		(Month/Da	•				_X_ Director		6 Owner
SVB FINAN TASMAN D	04/24/20	04/24/2014				Officer (giv below)	below)	er (specify	
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line)		
		`	, ,				_X_ Form filed by	One Reporting Po	erson
SANTA CLARA, CA 95054							Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Date, if TransactionAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3) any		any	Code))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/24/2014		M	1,349	A	<u>(1)</u>	6,729	D	

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)

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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. Transactic 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	04/24/2014		M		1,349	04/24/2014	05/22/2020	Common Stock	1,349

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other			
STAGLIN GAREN K							
SVB FINANCIAL GROUP	X						
3005 TASMAN DRIVE	Λ						
SANTA CLARA, CA 95054							

Signatures

Denise West, Attorney-in-Fact for Garen
Staglin

**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.

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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