

SVB FINANCIAL GROUP
Form 4
August 27, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Husain Kamran F

(Last) (First) (Middle)

SVB FINANCIAL GROUP, 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)

08/25/2014

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 below) ___ Other (specify below)

Chief Accounting 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 or Price		
Common Stock	08/25/2014		M		300 A \$ 60.37	300	D
Common Stock	08/25/2014		M		200 A \$ 64.37	500	D
Common Stock	08/25/2014		M		300 A \$ 49.83	800	D
Common Stock	08/25/2014		M		200 A \$ 71.11	1,000	D
Common Stock	08/25/2014		S		300 D \$ 110.0508	700	D

(1)

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Common Stock	08/25/2014	S	200	D	\$ 110.0001 (2)	500	D	
Common Stock	08/25/2014	S	300	D	\$ 110.0501 (3)	200	D	
Common Stock	08/25/2014	S	200	D	\$ 110	0	D	
Common Stock						230	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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(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. P Der Sec (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 71.11	08/25/2014		M	200	04/30/2014 04/30/2020	Common Stock	200	\$
Stock Option	\$ 64.37	08/25/2014		M	200	05/01/2013 05/01/2019	Common Stock	200	\$
Stock Option	\$ 49.83	08/25/2014		M	300	04/27/2011 04/27/2017	Common Stock	300	\$
Stock Option	\$ 60.37	08/25/2014		M	300	04/27/2012 04/27/2018	Common Stock	300	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Husain Kamran F
SVB FINANCIAL GROUP
3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Chief Accounting Officer

Signatures

Denise West, Attorney-in-Fact for Kamran
Husain

08/27/2014

__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) The 300 shares were sold through separate trades, with the sale prices ranging from \$110.05 to \$110.0521 and at a weighted average sale price of \$110.0508.
- (2) The 200 shares were sold through separate trades, with the sale prices ranging from \$110.00 to \$110.0001 and at a weighted average sale price of \$110.0001.
- (3) The 300 shares were sold through separate trades, with the sale prices ranging from \$110.05 to \$110.0501 and at a weighted average sale price of \$110.0501.

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.