

SVB FINANCIAL GROUP  
Form 4  
May 14, 2015

**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)  
05/12/2015

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 Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Amount or Price		
Common Stock	05/12/2015		M	A	700 \$ 60.37	D	
Common Stock	05/12/2015		M	A	800 \$ 64.37	D	
Common Stock	05/12/2015		M	A	450 \$ 107.98	D	
Common Stock	05/12/2015		M	A	200 \$ 49.83	D	
Common Stock	05/12/2015		M	A	800 \$ 71.11	D	

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Common Stock	05/12/2015	S	500	D	\$ 135.1	3,061	D	
Common Stock	05/12/2015	S	700	D	\$ 135.0701	2,361	D	
Common Stock	05/12/2015	S	800	D	\$ 135.029 (1)	1,561	D	
Common Stock	05/12/2015	S	450	D	\$ 134.9906 (2)	1,111	D	
Common Stock	05/12/2015	S	200	D	\$ 135.0701 (3)	911	D	
Common Stock	05/12/2015	S	800	D	\$ 134.996 (4)	111	D	
Common Stock						260	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...		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 64.37	05/12/2015		M	800	05/01/2013	05/01/2019	Common Stock	800	\$
Stock Option	\$ 60.37	05/12/2015		M	700	04/27/2012	04/27/2018	Common Stock	700	\$
Stock Option	\$ 107.98	05/12/2015		M	450	04/29/2015	04/29/2021	Common Stock	450	\$ 1

Stock Option	\$ 49.83	05/12/2015	M	200	04/27/2011	04/27/2017	Common Stock	200	\$
Stock Option	\$ 71.11	05/12/2015	M	800	04/30/2014	04/30/2020	Common Stock	800	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	05/14/2015
**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 800 shares were sold through separate trades, with the sale prices ranging from \$135.0201 to \$135.0701 and at a weighted average sale price of \$135.029.
- (2) The 450 shares were sold through separate trades, with the sale prices ranging from \$134.9901 to \$134.991 and at a weighted average sale price of \$134.9906.
- (3) The 200 shares were sold through separate trades, with the sale prices ranging from \$135.07 to \$135.0701 and at a weighted average sale price of \$135.0701.
- (4) The 800 shares were sold through separate trades, with the sale prices ranging from \$134.92 to \$135.0301 and at a weighted average sale price of \$134.996.

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.