

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zuckert Michael S

(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)

05/01/2016

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)

General Counsel

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)
Common Stock	05/01/2016		M	171 A	623	D	
Common Stock	05/02/2016		F	65 ⁽²⁾ D	\$ 105.18 558	D	
Common Stock					74 ⁽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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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	05/01/2016		M	171	05/01/2016 05/01/2022	Common Stock	171
Performance Restricted Stock Unit	\$ 0	02/16/2016		A V	3,225 (4)	01/30/2019 02/16/2023	Common Stock	3,225
Restricted Stock Unit	\$ 0	05/02/2016		A	943 (6)	05/02/2017 05/02/2023	Common Stock	943
Stock Option	\$ 105.18	05/02/2016		A	3,219 (7)	05/02/2017 05/02/2023	Common Stock	3,219

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckert Michael S 3005 TASMAN DRIVE SANTA CLARA, CA 95054			General Counsel	

Signatures

Denise West, Attorney-in-Fact for Michael Zuckert 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) 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, 2016.

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- 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.
- (4)
 - (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.
- 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
- (7) 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.

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