

Husain Kamran F
 Form 4
 February 01, 2013

FORM 4

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

OMB APPROVAL

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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)

01/30/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/30/2013 | | M | | 1,250 A \$ 37.25 | 2,992 | D |
| Common Stock | 01/30/2013 | | M | | 228 A \$ 60.37 | 3,220 | D |
| Common Stock | 01/30/2013 | | M | | 320 A \$ 60.37 | 3,540 | D |
| Common Stock | 01/30/2013 | | S | | 1,250 D \$ 65.3975 | 2,290 | D |
| Common Stock | 01/30/2013 | | S | | 693 D \$ 65.4287 | 1,597 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|------------|-------|---|
| Common Stock | 01/30/2013 | S | 146 | D | \$ 65.41 | 1,451 | D |
| Common Stock | 01/30/2013 | S | 228 | D | \$ 65.33 | 1,223 | D |
| Common Stock | 01/30/2013 | S | 320 | D | \$ 65.3331 | 903 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option | \$ 37.25 | 01/30/2013 | | M | 1,250 | 12/03/2009 12/03/2015 | Common Stock | 1,250 |
| Stock Option | \$ 60.37 | 01/30/2013 | | M | 228 | 04/27/2012 04/27/2018 | Common Stock | 228 |
| Stock Option | \$ 60.37 | 01/30/2013 | | M | 320 | 04/27/2012 04/27/2018 | Common Stock | 320 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| Husain Kamran F SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | Director 10% Owner Officer Chief Accounting Officer |

Signatures

Denise West, Attorney-in-Fact for Kamran
Husain

02/01/2013

__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).

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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