

Parsons Joan
Form 4
May 01, 2012

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 *
Parsons Joan

(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)
04/27/2012

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)
Head of US Banking

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 | (A) or (D) | Price |
| Common Stock | 04/27/2012 | 04/27/2012 | M ⁽¹⁾ | | 500 | A | \$ 0 |
| Common Stock | 04/27/2012 | 04/27/2012 | F | | 158 | D | \$ 65.7 |
| Common Stock | 04/30/2012 | 04/28/2012 | M ⁽²⁾ | | 437 | A | \$ 0 |
| Common Stock | 04/30/2012 | 04/28/2012 | F | | 138 | D | \$ 64.09 |
| Common Stock | 04/30/2012 | 04/29/2012 | M | | 312 | A | \$ 0 |

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| | | | | | | | | |
|--------------|------------|------------|------------------|-----|---|----------|--------|---|
| Common Stock | 04/30/2012 | 04/29/2012 | F | 99 | D | \$ 64.09 | 39,301 | D |
| Common Stock | 04/30/2012 | 04/30/2012 | M ⁽³⁾ | 500 | A | \$ 0 | 39,801 | D |
| Common Stock | 04/30/2012 | 04/30/2012 | F | 158 | D | \$ 64.09 | 39,643 | 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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 04/27/2012 | 04/27/2012 | M ⁽¹⁾ | 500 | 04/27/2012 04/27/2015 | Common Stock | 500 |
| Restricted Stock Unit | \$ 0 | 04/30/2012 | 04/28/2012 | M ⁽²⁾ | 437 | 04/28/2012 04/28/2013 | Common Stock | 437 |
| Restricted Stock Unit | \$ 0 | 04/30/2012 | 04/29/2012 | M | 312 | 04/29/2012 04/29/2012 | Common Stock | 312 |
| Restricted Stock Unit | \$ 0 | 04/30/2012 | 04/30/2012 | M ⁽³⁾ | 500 | 04/30/2012 04/30/2014 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parsons Joan 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Head of US Banking | |

Signatures

Lisa Bertolet as attorney
in fact

05/01/2012

__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) A tranch of a previously reported RSU vested. The award vests 25% annually over four years. 1,500 shares of the award remain outstanding and will vest on April 27, 2013, 2014 and 2015.
- (2) A tranch of a previously reported RSU vested. The award vests 25% annually over four years. 437 shares of the award remain outstanding and will vest on April 28, 2013.
- (3) A tranch of a previously reported RSU vested. The award vests 25% annually over four years. 1,000 shares of the award remain outstanding and will vest on April 30, 2013 and 2014.

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.