Jones David A Form 5 February 15, 2012

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

January 31, Expires:

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Jones David A Symbol SVB FINANCIAL GROUP [SIVB]

3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle)

(Month/Day/Year) 12/31/2011

Director 10% Owner X _ Officer (give title Other (specify below) below)

(Check all applicable)

3003 TASMAN DRIVE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Chief Credit Officer

SANTA CLARA, Â CAÂ 95054

X Form Filed by One Reporting Person _ Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of |
|------------|---------------------|--------------------|-------------|---------------------|--------------|--------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | Transaction | Acquired (A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned at end | Indirect (I) | Ownership |
| | | | | (4) | of Issuer's | (Instr. 4) | (Instr. 4) |
| | | | | (A) | Fiscal Year | | |

(Instr. 3 and 4) Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amou |
|-------------|-------------|---------------------|--------------------|-------------|--------------|-------------------------|-------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | Derivative | Expiration Date | Underlying Secur |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) | | |

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Derivative or Disposed Security of (D) (Instr. 3, 4,

and 5)

Expiration (A) (D) Date

Exercisable Date Title

Am

or Nu of Sha

Performance

Based Common J(1)4,000 12/20/2013 12/20/2013 \$0 01/25/2012 12/31/2011 Restricted Stock

Stock Unit

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Jones David A

3003 TASMAN DRIVE Â Chief Credit Officer Â

SANTA CLARA, CAÂ 95054

Signatures

Lisa Bertolet as attorney 02/15/2012 in fact

**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).

This award represents the portion of a previously-reported performance-based restricted stock unit grant that was deemed earned by the (1) Compensation Committee of the Board of Directors on 1/25/12. The grant was originally reported on a Form 4 in May 2011, with a maximum award of 150% of target. 50% of target was deemed earned and is subject to further time-based vesting until 12/20/13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2