Dennehy Brian Form 4 April 06, 2012

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

GES IN BENEFICIAL OWNERSHIP OF

January 31,
2005

Estimated average burden hours per response...

0.5

## 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

1(b).

(Print or Type Responses)

| 1. Name and A<br>Dennehy Br    | Address of Repo<br>ian | rting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol SVB FINANCIAL GROUP [SIVB] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |  |
|--------------------------------|------------------------|----------------|---|--|--|--|--|
| (Last)                         | (First)                | (Middle)       | 3. Date of Earliest Transaction   | (Check all applicable)   |  |  |  |
| 3005 TASMAN DRIVE              |                        |                | (Month/Day/Year)<br>04/04/2012  | Director 10% Owner _X Officer (give title Other (specify below) Chief Marketing Officer              |  |  |  |
| (Street) SANTA CLARA, CA 95054 |                        |                | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |  |
|                                |                        |                | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
| (City)                         | (State)                | (Zip)          |   | · ID· I c D C· II O I  |  |  |  |

| (City)                               | (State)                                 | (Zip) Table   | e I - Non-D                            | erivative                            | Secur | ities Acqu  | uired, Disposed of   | f, or Beneficial   | ly Owned  |
|--------------------------------------|---|---|--|--------------------------------------|-------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securi<br>n(A) or D<br>(Instr. 3, | spose | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 04/04/2012                              | 04/04/2012  | M(1)                                   | 250                                  | A     | \$ 0        | 331  | D  |   |
| Common<br>Stock                      | 04/04/2012                              | 04/04/2012  | F                                      | 92                                   | D     | \$<br>63.83 | 239  | D  |   |

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

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SEC 1474

(9-02)

#### Edgar Filing: Dennehy Brian - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year | _                  |                 | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|--|---|---|--------------------|-----------------|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares                              |  |
| Restricted<br>Stock Unit                            | \$ 0  | 04/04/2012                              | 04/04/2012  | M                                      | 250   | 04/04/2012(1)   | 04/04/2015         | Common<br>Stock | 250   |  |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dennehy Brian

3005 TASMAN DRIVE Chief Marketing Officer

SANTA CLARA, CA 95054

### **Signatures**

Lisa Bertolet as attorney 04/06/2012 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).
- (1) The first traunch of a previously reported Restricted Stock Unit, granted 4/4/2011, vested on 4/4/2012. The original award vests annually with 25% vesting each year on the anniversary of the grant date and has 750 shares to vest over the next three years.

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.

Reporting Owners 2