

BECKER GREGORY W  
Form 4  
December 07, 2017

**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 \*  
**BECKER GREGORY W**

2. Issuer Name and Ticker or Trading Symbol  
**SVB FINANCIAL GROUP [SIVB]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
3005 TASMAN DRIVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President and CEO

SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	06/30/2017		A	V	145 <sup>(1)</sup>	A	\$ 146.302 51,011	I	Revocable Trust
Common Stock	12/05/2017		S		4,600	D	\$ 232.1337 <sub>(2)</sub> 46,411	I	Revocable Trust
Common Stock	12/05/2017		M		9,511	A	\$ 64.37 55,922	I	Revocable Trust
Common Stock	12/05/2017		S		4,181	D	\$ 233.0951 <sub>(3)</sub> 51,741	I	Revocable Trust
	12/05/2017		S		730	D	51,011	I	

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Common Stock	\$				233.7466		Revocable Trust
		(4)					
Common Stock					6,206	(5) I	By 401(k)/ESOP

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.**

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(9-02)

**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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 64.37	12/05/2017		M	9,511	(6) 05/01/2019	Common Stock	9,511	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER GREGORY W 3005 TASMAN DRIVE SANTA CLARA, CA 95054			President and CEO	

## Signatures

Denise West, Attorney-in-Fact for Gregory Becker  
12/07/2017

\*\*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).

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- (1) These shares were acquired under the Issuer's Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) This transaction was executed in multiple trades at prices ranging from \$231.73 to \$232.64; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$232.70 USD to \$233.59 USD; the price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades at prices ranging from \$233.70 USD to \$234.00 USD; the price reported above reflects the weighted average sale price.
- (5) The information in this report is based on 401(k)/ESOP Plan statement dated as of September 30, 2017.
- (6) 25%/4yr beginning on 01-May-2013.

### Remarks:

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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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