

SVB FINANCIAL GROUP  
Form 4  
March 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)  
03/03/2017

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

SANTA CLARA, CA 95054  
  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 10,000 A \$ 64.37   | 63,552   | I Revocable Trust                 |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 13,894 A \$ 60.37   | 48,016   | I Revocable Trust                 |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 15,119 D \$ 192.7128  | 48,433   | I Revocable Trust                 |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 14,311 D \$ 193.3349  | 34,122   | I Revocable Trust                 |
|                                 | 03/03/2017                           |  | S                              |   | 200 D   | 47,816   | I                                 |

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|              |                         |       |   |                 |
|--------------|-------------------------|-------|---|-----------------|
| Common Stock | \$ 191.85<br><u>(3)</u> |       |   | Revocable Trust |
| Common Stock |                         | 6,170 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 64.37   | 03/03/2017                           |  | M                              | 10,000  | <u>(4)</u> 05/01/2019                                    | Common Stock  | 10,000                        |
| Stock Option                               | \$ 60.37   | 03/03/2017                           |  | M                              | 13,894  | <u>(5)</u> 04/27/2018                                    | Common Stock  | 13,894                        |

## Reporting Owners

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

## Signatures

Denise West, Attorney-in-Fact for Gregory Becker  
03/07/2017

\_\_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).

(1)

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This transaction was executed in multiple trades at prices ranging from \$192.08 to \$192.99; the price reported above reflects the weighted average sale price.

- (2) This transaction was executed in multiple trades at prices ranging from \$193.0 to \$193.99; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$191.83 to \$191.87; the price reported above reflects the weighted average sale price.
- (4) 25%/4yr beginning on 01-May-2013.
- (5) 25%/4yr beginning on 27-Apr-2012.

### **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.

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.