

SVB FINANCIAL GROUP  
Form 4  
September 15, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

SVB FINANCIAL GROUP, 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)

06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Head of Specialty Banking

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 (D) Price			
Common Stock	06/30/2014		A	V 242 <sup>(1)</sup> A \$ 87.746	17,517	D	
Common Stock	09/11/2014		M	824 A \$ 48.76	18,341	D	
Common Stock	09/11/2014		M	875 A \$ 19.48	19,216	D	
Common Stock	09/11/2014		M	624 A \$ 23.16	19,840	D	
Common Stock	09/11/2014		M	1,206 A \$ 42.45	21,046	D	

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Common Stock	09/11/2014		M	2,727	A	\$ 49.18	23,773	D	
Common Stock	09/11/2014		M	511	A	\$ 43.53	24,284	D	
Common Stock	09/11/2014		S	824	D	\$ 113.6772	23,460	D	
Common Stock	09/11/2014		S	875	D	\$ 113.7546	22,585	D	
Common Stock	09/11/2014		S	624	D	\$ 113.726	21,961	D	
Common Stock	09/11/2014		S	1,206	D	\$ 113.8219	20,755	D	
Common Stock	09/11/2014		S	2,727	D	\$ 113.876	18,028	D	
Common Stock	09/11/2014		S	511	D	\$ 113.6532	17,517	D	
Common Stock	09/11/2014		S	6,092	D	\$ 113.8846	11,425	D	
Common Stock							5,816 <sup>(2)</sup>	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.**

SEC 1474  
(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	\$ 42.45	09/11/2014		M	1,206	10/27/2010 10/27/2016	Common Stock	1,206
	\$ 43.53	09/11/2014		M	511	10/26/2011 10/26/2017		511

Stock Option								Common Stock	
Stock Option	\$ 19.48	09/11/2014	M	875	04/28/2010	04/28/2016		Common Stock	875
Stock Option	\$ 48.76	09/11/2014	M	824	04/29/2009	04/29/2015		Common Stock	824
Stock Option	\$ 49.18	09/11/2014	M	2,727	04/30/2011	04/30/2017		Common Stock	2,727
Stock Option	\$ 23.16	09/11/2014	M	624	01/27/2010	01/27/2016		Common Stock	624

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parsons Joan SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Head of Specialty Banking	

## Signatures

Denise West, Attorney-in-fact for Joan Parsons 09/15/2014

\_\_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) Acquired under the Issuer's Employee Stock Purchase Plan.
- (2) The information in this report is based on 401(k)/ESOP Plan statement dated as of June 30, 2014.

### Remarks:

The exercise of the stock options and sale of the stocks in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan entered into by the reporting owner.

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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