

Descheneaux Michael
Form 4
May 03, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Descheneaux Michael

(Last) (First) (Middle)

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)

05/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Silicon Valley Bank

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 (A) or (D)	Price		
Common Stock	05/01/2019		M		431	A <u>11</u>	22,042	D
Common Stock	05/01/2019		M		537	A <u>11</u>	22,579	D
Common Stock	05/01/2019		F		195 <u>(2)</u>	D \$ 250.43	22,384	D
Common Stock	05/01/2019		F		243 <u>(2)</u>	D \$ 250.43	22,141	D
Common Stock							332 <u>(3)</u>	I

By
401(k)/ESOP

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

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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 Security (Instr. 3 and 4)	8. Fair Value of Derivative Security at End of Reporting Period (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Performance Restricted Stock Unit	\$ 0	05/01/2019		A		6,172		01/31/2022 ⁽⁵⁾	05/01/2026	Common Stock	0
Performance Restricted Stock Unit	\$ 0	05/01/2019		A		5,863		01/31/2022 ⁽⁵⁾	05/01/2026	Common Stock	0
Restricted Stock Unit	\$ 0	05/01/2019		M			537	⁽⁶⁾	05/01/2022	Common Stock	0
Restricted Stock Unit	\$ 0	05/01/2019		M			431	⁽⁷⁾	05/01/2025	Common Stock	0
Restricted Stock Unit	\$ 0	05/01/2019		A		2,057		05/01/2022 ⁽⁸⁾	05/01/2026	Common Stock	0
Restricted Stock Unit	\$ 0	05/01/2019		A		1,954		⁽⁹⁾	05/01/2026	Common Stock	0
Stock Option	\$ 250.43	05/01/2019		A		5,726		05/01/2022 ⁽¹⁰⁾	05/01/2026	Common Stock	0
Stock Option	\$ 250.43	05/01/2019		A		5,440		⁽¹¹⁾	05/01/2026	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Descheneaux Michael 3005 TASMAN DRIVE	President, Silicon Valley Bank

SANTA CLARA, CA 95054

Signatures

Wei Sun, Attorney-in-Fact for Michael
Descheneaux

05/03/2019

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (10) Stock options are subject to cliff vest on May 1, 2022.
- (11) Stock options are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
- (2) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (3) The information in this report is based on 401(k)/ESOP Plan statement dated as of March 31, 2019.
- (4) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (5) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting and scheduled to vest on January 31, 2022.
- (6) 25%/4yr beginning on 01-May-2015.
- (7) 25%/4yr beginning on 01-May-2018.
- (8) Restricted stock units are subject to cliff vest on May 1, 2022.
- (9) Restricted stock units are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.

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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