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SVB FINANCIAL GROUP

Form 4

February 19, 2015

FORM 4

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

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Name and Add Cadieux Marc	•	ting Person *	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)	3. Date of Earliest Transaction	(Check all applicable)			
3005 TASMAN DRIVE			(Month/Day/Year) 02/17/2015	Director 10% Owner _X Officer (give title Other (specifical below) Chief Credit Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SANTA CLARA, CA 95054				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	ve Sec	urities Acq	uired, Disposed	of, or Benefi	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		ties Acquired sposed of (D) 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/17/2015		M	1,758	A	\$ 48.76	8,375	D	
Common Stock	02/17/2015		M	762	A	\$ 48.76	9,137	D	
Common Stock	02/17/2015		S	2,520	D	\$ 125.48	6,617	D	
Common Stock							6,089	I	By 401(k)/ESOP

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

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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. Transactic Code (Instr. 8)	5. Number proof 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. D Se (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 48.76	02/17/2015		M	1,758	04/29/2009	04/29/2015	Common Stock	1,758	
Stock Option	\$ 48.76	02/17/2015		M	762	04/29/2009	04/29/2015	Common Stock	762	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cadieux Marc C

3005 TASMAN DRIVE Chief Credit Officer

SANTA CLARA, CA 95054

Signatures

Denise West, Attorney-in-Fact for Marc Cadieux

02/19/2015

**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).

Remarks:

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

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