

SVB FINANCIAL GROUP  
Form 4  
November 15, 2016

**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 \*  
Husain Kamran F

(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)  
11/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	06/30/2016		A	V 214 <sup>(1)</sup> A \$ 95.16	1,187	D	
Common Stock	11/10/2016		M	308 A \$ 107.98	1,495	D	
Common Stock	11/10/2016		M	78 A \$ 49.83	1,573	D	
Common Stock	11/10/2016		M	672 A \$ 64.37	2,245	D	
Common Stock	11/10/2016		M	650 A \$ 71.11	2,895	D	

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Common Stock	11/10/2016		M	94	A	\$ 60.37	2,989	D	
Common Stock	11/10/2016		S	431	D	\$ 138.5655 (2)	2,558	D	
Common Stock	11/10/2016		S	756	D	\$ 138.6989 (3)	1,802	D	
Common Stock	11/10/2016		S	672	D	\$ 138.5654 (4)	1,130	D	
Common Stock	11/10/2016		S	94	D	\$ 138.47	1,036	D	
Common Stock	11/10/2016		S	650	D	\$ 138.4003 (5)	386	D	
Common Stock	11/10/2016		S	308	D	\$ 138.3384 (6)	78	D	
Common Stock	11/10/2016		S	78	D	\$ 138.29	0	D	
Common Stock	11/15/2016		M	300	A	\$ 107.98	300	D	
Common Stock	11/15/2016		S	300	D	\$ 148.62	0	D	
Common Stock							304 (7)	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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(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. Pri Deriv Secur (Instr
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Stock Option	\$ 107.98	11/10/2016	M				Common Stock	308	\$
Stock Option	\$ 71.11	11/10/2016	M				Common Stock	650	\$
Stock Option	\$ 64.37	11/10/2016	M				Common Stock	672	\$
Stock Option	\$ 60.37	11/10/2016	M				Common Stock	94	\$
Stock Option	\$ 49.83	11/10/2016	M				Common Stock	78	\$
Stock Option	\$ 107.98	11/15/2016	M				Common Stock	300	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Husain Kamran F 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Accounting Officer	

## Signatures

Denise West, Attorney-in-Fact for Kamran Husain  
 11/15/2016  
 \*\*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) 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 \$138.48 USD to \$138.61 USD; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$138.60 USD to \$138.745 USD; the price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades at prices ranging from \$138.43 USD to \$138.61 USD; the price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$138.38 USD to \$138.43 USD; the price reported above reflects the weighted average sale price.
- (6) This transaction was executed in multiple trades at prices ranging from \$138.30 USD to \$138.38 USD; the price reported above reflects the weighted average sale price.

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- (7) The information in this report is based on 401(k)/ESOP Plan statement dated as of September 30, 2016.
- (8) 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.

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.