SVB FINANCIAL GROUP

Form 4

February 03, 2017

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cadieux Marc C Issuer Symbol SVB FINANCIAL GROUP [SIVB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 3005 TASMAN DRIVE 02/01/2017 below) Chief Credit Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SANTA CLARA, CA 95054 Person

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	urities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	owr Dispo (Instr. 3,	sed of 4 and (A) or		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)
Common Stock	02/01/2017		M	317	A	\$ 49.18	13,442	D	
Common Stock	02/01/2017		M	2,283	A	\$ 49.18	15,725	D	
Common Stock	02/01/2017		S	317	D	\$ 173.0431 (1)	15,408	D	
Common Stock	02/01/2017		S	2,283	D	\$ 173.0431 <u>(1)</u>	13,125	D	

6.130

Ι

Common Stock

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 49.18	02/01/2017		M		317	04/30/2011	04/30/2017	Common Stock	317
Stock Option	\$ 49.18	02/01/2017		M		2,283	(2)	04/30/2017	Common Stock	2,283

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

adio di l

02/03/2017

Date

**Signature of Reporting Person

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) This transaction was executed in multiple trades at prices ranging from \$172.95 to \$173.33; the price reported above reflects the weighted average sale price.

Reporting Owners 2

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(2) Vests 333 share(s) on 30-Apr-2011, 650 share(s) on 30-Apr-2012, 650 share(s) on 30-Apr-2013, 650 share(s) on 30-Apr-2014

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.