

Wallace Bruce
Form 4
May 03, 2013

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 *
Wallace Bruce

(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)

05/01/2013

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)

Chief Operating Officer

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

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	05/01/2013		M		400 A \$ 0	3,812	D
Common Stock	05/01/2013		F		151 ⁽¹⁾ D \$ 69.25	3,661	D
Common Stock	05/01/2013		M		525 A \$ 19.48	4,186	D
Common Stock	05/01/2013		S		525 D \$ 69.72	3,661	D
Common Stock	05/01/2013		M		1,025 A \$ 49.18	4,686	D

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Common Stock	05/01/2013	S	1,025	D	\$ 69.7573	3,661	D
Common Stock	05/01/2013	M	500	A	\$ 42.97	4,161	D
Common Stock	05/01/2013	S	315	D	\$ 69.72	3,846	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.48	05/01/2013		M	525	04/28/2010 04/28/2016	Common Stock	525	
Stock Option	\$ 42.97	05/01/2013		M	500	04/07/2009 04/07/2015	Common Stock	500	
Stock Option	\$ 49.18	05/01/2013		M	1,025	04/30/2011 04/30/2017	Common Stock	1,025	
Restricted Stock Unit	\$ 0	05/01/2013		M	<u>400</u> (2)	05/01/2013 05/01/2019	Common Stock	400	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wallace Bruce SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Chief Operating Officer

Signatures

Denise West, Attorney-in-Fact for Bruce
Wallace

05/03/2013

__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) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.

(2) A tranche of previously reported restricted stock units vested on 5/1/2013.

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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