

BECKER GREGORY W

Form 4

December 07, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER GREGORY W

(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)
12/05/2017

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 and CEO

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)
Common Stock	06/30/2017		A	V 145 ⁽¹⁾	A \$ 146.302 51,011	I	Revocable Trust
Common Stock	12/05/2017		S	4,600 D	\$ 232.1337 46,411 ⁽²⁾	I	Revocable Trust
Common Stock	12/05/2017		M	9,511 A	\$ 64.37 55,922	I	Revocable Trust
Common Stock	12/05/2017		S	4,181 D	\$ 233.0951 51,741 ⁽³⁾	I	Revocable Trust
	12/05/2017		S	730 D	51,011	I	

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Common Stock	\$ 233.7466 <u>(4)</u>	Revocable Trust
Common Stock	6,206 ⁽⁵⁾ 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. I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 64.37	12/05/2017		M	9,511	<u>(6)</u>	05/01/2019	Common Stock	9,511

Reporting Owners

Reporting Owner Name / Address	Relationships
BECKER GREGORY W 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Director 10% Owner Officer Other President and CEO

Signatures

Denise West, Attorney-in-Fact for Gregory Becker	12/07/2017
<u> </u> 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).

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- (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 \$231.73 to \$232.64; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$232.70 USD to \$233.59 USD; the price reported above reflects the weighted average sale price.
- (4) This transaction was executed in multiple trades at prices ranging from \$233.70 USD to \$234.00 USD; the price reported above reflects the weighted average sale price.
- (5) The information in this report is based on 401(k)/ESOP Plan statement dated as of September 30, 2017.
- (6) 25%/4yr beginning on 01-May-2013.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.

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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