

# **SVB FINANCIAL GROUP**

Reported by  
**BECKER GREGORY W**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/07/17 for the Period Ending 03/03/17

|             |   |
|-------------|---|
| Address     | 3003 TASMAN DR<br>SANTA CLARA, CA 95054 |
| Telephone   | 4086547400                              |
| CIK         | 0000719739                              |
| Symbol      | SIVB                                    |
| SIC Code    | 6022 - State Commercial Banks           |
| Industry    | Banks                                   |
| Sector      | Financials                              |
| Fiscal Year | 12/31                                   |

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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hours per response... 0.5

[ ] 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 or Section 30(h) of the Investment Company Act of 1940

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |  |
| <b>BECKER GREGORY W</b>                   |         |          | <b>SVB FINANCIAL GROUP [ SIVB ]</b>               |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President and CEO</b> |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>3005 TASMAN DRIVE</b>                  |         |          | <b>3/3/2017</b>                                   |  |  |   |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| <b>SANTA CLARA, CA 95054</b>              |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)                      |         |          |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 3/3/2017       |                                   | M                         |   | 10000.00  | A          | \$64.37        | 63552.00  | I  | Revocable Trust                                       |
| Common Stock                    | 3/3/2017       |                                   | M                         |   | 13894.00  | A          | \$60.37        | 48016.00  | I  | Revocable Trust                                       |
| Common Stock                    | 3/3/2017       |                                   | S                         |   | 15119.00  | D          | \$192.7128 (1) | 48433.00  | I  | Revocable Trust                                       |
| Common Stock                    | 3/3/2017       |                                   | S                         |   | 14311.00  | D          | \$193.3349 (2) | 34122.00  | I  | Revocable Trust                                       |
| Common Stock                    | 3/3/2017       |                                   | S                         |   | 200.00  | D          | \$191.85 (3)   | 47816.00  | I  | Revocable Trust                                       |
| Common Stock                    |                |                                   |                           |   |   |            |                | 6170.00   | I  | By 401(k)/ESOP  |

**Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Option                               | \$64.37  | 3/3/2017       |                                   | M                         |   | 10000.00   |     | (4)                                     | 5/1/2019        | Common Stock  | 10000.00                   | \$0.00                                     | 9511.00  | D  |  |
| Stock Option                               | \$60.37  | 3/3/2017       |                                   | M                         |   | 13894.00   |     | (5)                                     | 4/27/2018       | Common Stock  | 13894.00                   | \$0.00                                     | 0.00   | D  |  |

**Explanation of Responses:**

- (1) This transaction was executed in multiple trades at prices ranging from \$192.08 to \$192.99; the price reported above reflects the weighted average sale price.
- (2) This transaction was executed in multiple trades at prices ranging from \$193.0 to \$193.99; the price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades at prices ranging from \$191.83 to \$191.87; the price reported above reflects the weighted average sale price.
- (4) 25%/4yr beginning on 01-May-2013.
- (5) 25%/4yr beginning on 27-Apr-2012.

**Remarks:**

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person effective January 31, 2017.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

