

Husain Kamran F
 Form 4
 May 01, 2013

FORM 4

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

OMB APPROVAL

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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)

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)

04/27/2013

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 Accounting 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/27/2013 | | M | | 235 A \$ 0 | D | |
| Common Stock | 04/27/2013 | | M | | 275 A \$ 0 | D | |
| Common Stock | 04/27/2013 | | F | | 89 ⁽¹⁾ D \$ 71.06 | D | |
| Common Stock | 04/27/2013 | | F | | 104 ⁽¹⁾ D \$ 71.06 | D | |
| Common Stock | 04/28/2013 | | M | | 210 A \$ 0 | D | |

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Common Stock 04/28/2013 F 79 ⁽¹⁾ D \$ 71.06 1,351 D

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. Amount or Number of Shares (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Unit | \$ 0 | 04/27/2013 | | M | 235 ⁽²⁾ | 04/27/2011 04/27/2017 | Common Stock | 235 |
| Restricted Stock Unit | \$ 0 | 04/27/2013 | | M | 275 ⁽²⁾ | 04/27/2012 04/27/2018 | Common Stock | 275 |
| Restricted Stock Unit | \$ 0 | 04/28/2013 | | M | 210 ⁽³⁾ | 04/28/2010 04/28/2016 | Common Stock | 210 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Husain Kamran F
SVB FINANCIAL GROUP
3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Chief Accounting Officer

Signatures

Annie Loo, Attorney-in-Fact for Kamran Husain

05/01/2013

 **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 4/27/2013.

(3) A tranche of previously reported restricted stock units vested on 4/28/2013.

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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