

BECKER GREGORY W
Form 4
January 18, 2012

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 *
BECKER GREGORY W

2. Issuer Name and Ticker or Trading Symbol
SVB FINANCIAL GROUP [SIVB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 01/13/2012 | | M ⁽¹⁾ | 8,339 A \$ 24.03 | 36,055 | I | Revocable Trust |
| Common Stock | 01/13/2012 | | S ⁽¹⁾ | 539 D \$ 53.58 | 35,516 | I | Revocable Trust |
| Common Stock | 01/13/2012 | | S ⁽¹⁾ | 1,200 D \$ 53.74 | 34,316 | I | Revocable Trust |
| Common Stock | 01/13/2012 | | S ⁽¹⁾ | 100 D \$ 53.76 | 34,216 | I | Revocable Trust |
| Common Stock | 01/13/2012 | | S ⁽¹⁾ | 400 D \$ 53.93 | 33,816 | I | Revocable Trust |

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| | | | | | | | | |
|--------------|------------|------------------------|-----|---|------------|--------|---|-----------------|
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 53.96 | 33,616 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 53.98 | 33,216 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.02 | 33,116 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 600 | D | \$ 54.04 | 32,516 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 600 | D | \$ 54.12 | 31,916 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 300 | D | \$ 54.13 | 31,616 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.15 | 31,516 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 300 | D | \$ 54.18 | 31,216 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 800 | D | \$ 54.19 | 30,416 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.2 | 30,316 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 54.2175 | 30,116 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 54.22 | 29,916 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 54.23 | 29,516 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.26 | 29,416 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.28 | 29,316 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 54.295 | 29,116 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.3 | 29,016 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 54.31 | 28,616 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 600 | D | \$ 54.34 | 28,016 | I | Revocable Trust |
| Common Stock | 01/13/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 54.37 | 27,916 | I | Revocable Trust |
| | 01/13/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 54.39 | 27,716 | I | |

Common
Stock

Revocable
Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 24.03 | 01/13/2012 | 01/13/2012 | M ⁽¹⁾ | 8,339 | 01/17/2006 01/17/2012 | Common Stock | 8,339 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER GREGORY W | | | President and CEO | |

Signatures

Lisa Bertolet as attorney
in fact 01/18/2012

**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) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on January 25, 2011.

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.