Parsons Joan Form 4 March 02, 2012

# FORM 4

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

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Estimated average burden hours per response...

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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Parsons Joan

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

SVB FINANCIAL GROUP [SIVB]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

3005 TASMAN DRIVE

(Month/Day/Year)

02/29/2012

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below)

below) Head of US Banking

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (	Securi	ities Acqu	ired, Disposed of	f, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/29/2012	02/29/2012	M	1,250	A	\$ 31.29	55,163	D	
Common Stock	02/29/2012	02/29/2012	M	2,500	A	\$ 22.5	57,663	D	
Common Stock	02/29/2012	02/29/2012	M	1,075	A	\$ 43.49	58,738	D	
Common Stock	02/29/2012	02/29/2012	S <u>(1)</u>	15,000	D	\$ 59.78	43,738	D	
Common Stock	03/01/2012	03/01/2012	M	3,750	A	\$ 31.29	47,488	D	

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Common Stock	03/01/2012	03/01/2012	M	7,500	A	\$ 22.5	54,988	D
Common Stock	03/01/2012	03/01/2012	M	2,425	A	\$ 43.49	57,413	D
Common Stock	03/01/2012	03/01/2012	S(2)	2,581	D	\$ 60.84	54,832	D
Common Stock	03/01/2012	03/01/2012	S(3)	2,002	D	\$ 60.8	52,830	D
Common Stock	03/01/2012	03/01/2012	S(4)	4,383	D	\$ 60.74	48,447	D

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transacti Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 31.29	02/29/2012	02/29/2012	M	1,250	04/17/2003	04/17/2012	Common Stock	1,250
Stock Options	\$ 22.5	02/29/2012	02/29/2012	M	2,500	09/04/2003	09/04/2012	Common Stock	2,500
Stock Options	\$ 43.49	02/29/2012	02/29/2012	M	1,075	04/01/2006	04/01/2012	Common Stock	1,075
Stock Options	\$ 31.29	03/01/2012	03/01/2012	M	3,750	04/17/2003	04/17/2012	Common Stock	3,750
Stock Options	\$ 22.5	03/01/2012	03/01/2012	M	7,500	09/04/2003	09/04/2012	Common Stock	7,500
Stock Options	\$ 43.49	03/01/2012	03/01/2012	M	2,425	04/01/2006	04/01/2012	Common Stock	2,425

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Parsons Joan

3005 TASMAN DRIVE SANTA CLARA, CA 95054 Head of US Banking

## **Signatures**

Lisa Bertolet as attorney in fact

03/02/2012

\*\*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).
- The reporting person sold a total of 15,000 shares. The sales were conducted in a series of separate transactions, with an average sale price per share of \$59.78 (between price ranges of \$59.61 to \$60.08). Complete information regarding the number of shares sold at each separate sale price may be provided upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- The reporting sold a total of 2,581 shares from the exercise of stock options expiring 4/17/2012. The sales were conducted in a series of separate transactions, with an average sale price per share of \$60.88 (between price ranges of \$60.83 to \$60.86). Complete information regarding the number of shares sold at each separate sale price may be provided upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- The reporting sold a total of 2,002 shares from the exercise of stock options expiring 4/1/2012. The sales were conducted in a series of separate transactions, with an average sale price per share of \$60.80 (between price ranges of \$60.78 to \$60.83). Complete information regarding the number of shares sold at each separate sale price may be provided upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- The reporting sold a total of 4,383 shares from the exercise of stock options expiring 9/4/2012. The sales were conducted in a series of separate transactions, with an average sale price per share of \$60.74 (between price ranges of \$60.70 to \$60.80). Complete information regarding the number of shares sold at each separate sale price may be provided upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

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.

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