

Husain Kamran F
Form 4
April 29, 2011

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 *
Husain Kamran F

(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)
04/27/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/27/2011 | | J ⁽³⁾ | | 235 | A | \$ 0 |
| Common Stock | 04/27/2011 | | J ⁽⁴⁾ | | 86 | D | \$ 60.37 |
| Common Stock | 04/28/2011 | | J ⁽³⁾ | | 210 | A | \$ 0 |
| Common Stock | 04/28/2011 | | J ⁽⁴⁾ | | 77 | D | \$ 60.34 |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 04/27/2011 | | A ⁽¹⁾ | 1,100 | 04/27/2012 04/27/2015 | Common Stock | 1,100 |
| Stock Options | \$ 60.37 | 04/27/2011 | | A ⁽²⁾ | 2,190 | 04/27/2012 04/27/2018 | Common Stock | 2,190 |
| Restricted Stock Unit | \$ 0 | 04/27/2011 | | J ⁽³⁾ | 235 | 04/27/2011 04/27/2014 | Common Stock | 235 |
| Restricted Stock Unit | \$ 0 | 04/28/2011 | | J ⁽³⁾ | 210 | 04/28/2011 04/28/2013 | Common Stock | 210 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Husain Kamran F 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Chief Accounting Officer | |

Signatures

Lisa Bertolet as attorney
in fact 04/29/2011

**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) Restricted Stock Units vest 25% annually for four years from date of grant.

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- (2) Stock Options vest 25% annually over 4 years from date of grant.
- (3) A tranche of a restricted stock unit grant has vested and shares of common stock have been issued.
- (4) The reporting person surrendered company stock to pay for taxes associated with the vesting of a previously reported restricted stock unit.

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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