

BECKER GREGORY W
Form 4
February 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 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, 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)
3005 TASMAN DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

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

President and CEO

(Street)
SANTA CLARA, CA 95054

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 | Price | |
| Common Stock | 02/13/2012 | 02/13/2012 | M ⁽¹⁾ | | 12,500 | A \$ 19.24 | 40,216 I Revocable Trust |
| Common Stock | 02/13/2012 | 02/13/2012 | M ⁽¹⁾ | | 7,500 | A \$ 31.29 | 47,716 I Revocable Trust |
| Common Stock | 02/13/2012 | 02/13/2012 | M ⁽¹⁾ | | 2,159 | A \$ 46.31 | 49,875 I Revocable Trust |
| Common Stock | 02/13/2012 | 02/13/2012 | S ⁽¹⁾ | | 19,999 | D \$ 58.2696 | 29,876 I Revocable Trust |

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

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SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 19.24 | 02/13/2012 | 02/13/2012 | M ⁽¹⁾ | 12,500 | 11/05/2003 11/05/2012 | Common Stock | 12,500 |
| Stock Option | \$ 31.29 | 02/13/2012 | 02/13/2012 | M ⁽¹⁾ | 7,500 | 04/17/2003 04/17/2012 | Common Stock | 7,500 |
| Stock Option | \$ 46.31 | 02/13/2012 | 02/13/2012 | M ⁽¹⁾ | 2,159 | 04/26/2006 04/26/2012 | Common Stock | 2,159 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER GREGORY W 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | President and CEO | |

Signatures

Lisa Bertolet as attorney
in fact

02/15/2012

**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) Transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on November 29, 2011.

(2) Mr. Becker sold a total of \$19,999 shares from the exercise of the following options: (i) 7,500 shares, expiring 4/17/2012, and (ii) 12,499 shares, expiring 11/5/2012. The sales were conducted in a series of separate transactions, with an average sale price per share of \$58.2696 (between price range of \$57.99 to \$58.55). 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.

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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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