

Jones David A
 Form 4
 May 02, 2011

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 *
 Jones David A

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2011

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

SANTA CLARA, CA 95054
 (City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 04/28/2011 | | M | | 15,000 A \$ 19.24 | 117,798 | D |
| Common Stock | 04/28/2011 | | M | | 3,500 A \$ 43.49 | 121,298 | D |
| Common Stock | 04/28/2011 | | M | | 7,500 A \$ 31.29 | 128,798 | D |
| Common Stock | 04/28/2011 | | M | | 2,000 A \$ 27.84 | 130,798 | D |
| Common Stock | 04/29/2011 | | J ⁽¹⁾ | | 437 A \$ 0 | 113,913 | D |

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| | | | | | | | |
|--------------|------------|--------------|-------|---|-----------|---------|---|
| Common Stock | 04/28/2011 | S | 8,153 | D | \$ 60.464 | 122,645 | D |
| Common Stock | 04/28/2011 | S | 2,846 | D | \$ 60.434 | 119,799 | D |
| Common Stock | 04/28/2011 | S | 4,978 | D | \$ 60.49 | 114,821 | D |
| Common Stock | 04/28/2011 | S | 1,345 | D | \$ 60.4 | 113,476 | D |
| Common Stock | 04/29/2011 | <u>J</u> (2) | 203 | D | \$ 60.44 | 113,710 | D |

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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options | \$ 19.24 | 04/28/2011 | | M | 15,000 | 11/05/2003 11/05/2012 | Common Stock 15,000 |
| Stock Options | \$ 43.49 | 04/28/2011 | | M | 3,500 | 04/01/2006 04/01/2012 | Common Stock 3,500 |
| Stock Options | \$ 31.29 | 04/28/2011 | | M | 7,500 | 04/17/2003 04/17/2012 | Common Stock 7,500 |
| Stock Options | \$ 27.84 | 04/28/2011 | | M | 2,000 | 05/12/2010 05/12/2016 | Common Stock 2,000 |
| Restricted Stock Unit | \$ 0 | 04/29/2011 | | <u>J</u> (1) | 437 | 04/29/2011 04/29/2012 | Common Stock 437 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Jones David A
3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Chief Credit Officer

Signatures

Lisa Bertolet as attorney
in fact

05/02/2011

__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) A tranche of a restricted stock unit grant has vested and shares of common stock have been issued.

(2) 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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