

VERISSIMO MARC J
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 *
VERISSIMO MARC J

(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 Strategy/Risk 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 04/27/2011 | | M | | 3,621 | A | \$ 17.07 |
| Common Stock | 04/27/2011 | | S | | 3,621 | D | \$ 60.2035 |

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 04/27/2011 | | A ⁽¹⁾ | 4,500 | 12/20/2013 12/20/2013 | Common Stock | 4,500 |
| Restricted Stock Units | \$ 0 | 04/27/2011 | | A ⁽²⁾ | 2,000 | 04/27/2012 04/27/2015 | Common Stock | 2,000 |
| Stock Options | \$ 60.37 | 04/27/2011 | | A ⁽³⁾ | 8,000 | 04/27/2012 04/27/2018 | Common Stock | 8,000 |
| Stock Options | \$ 17.07 | 04/27/2011 | | M | 3,621 | 11/08/2003 11/08/2012 | Common Stock | 3,621 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VERISSIMO MARC J 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Chief Strategy/Risk 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) The reporting person was granted performance-based restricted stock units which are subject to performance and time-based vesting (PRSUs). The extent to which the PRSU awards are earned will be based on the Company's 2011 performance, as determined pursuant to the sole discretion of the Compensation Committee of the Board of Directors. The reported number of shares is the maximum number of shares that may be earned by the reporting person, based on achievement of 150% of target performance. The PRSUs are effective as of 4/27/2011, and to the extent deemed earned at the end of the 2011 performance period, will vest on 12/20/2013, subject to continued service.
- (2) Restricted Stock Units vest 25% annually over 4 years from date of grant.

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(3) Stock Options vest 25% annually over 4 years from date of grant.

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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