

Zuckert Michael S
 Form 4
 May 03, 2018

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

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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 *
 Zuckert Michael S

(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)
 05/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/01/2018		M	171 A <u>(1)</u>	2,550	D	
Common Stock	05/01/2018		F	85 <u>(2)</u> D \$ 305.46	2,465	D	
Common Stock					91 <u>(3)</u>	I	By 401(k)/ESOP

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

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number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Restricted Stock Unit	\$ 0	05/01/2018		A	1,771 (4)	01/29/2021	05/01/2025	Common Stock	1,771
Restricted Stock Unit	\$ 0	05/01/2018		M	171	(6)	05/01/2022	Common Stock	171
Restricted Stock Unit	\$ 0	05/01/2018		A	590	(7)	05/01/2025	Common Stock	590
Stock Option	\$ 305.46	05/01/2018		A	1,851	(8)	05/01/2025	Common Stock	1,851

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckert Michael S 3005 TASMAN DRIVE SANTA CLARA, CA 95054			General Counsel	

Signatures

Denise West, Attorney-in-Fact for Michael Zuckert
05/03/2018

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (2) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (3) The information in this report is based on 401(k)/ESOP Plan statement dated as of March 31, 2018.

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Performance-based restricted stock units (RSUs) are subject to both performance-based and time-based vesting. Subject to the approval of the Compensation Committee (or Board), the amount of RSUs that will be deemed earned will be based: (i) 50% on the Company's achievement of total shareholder return for calendar years 2018, 2019 and 2020, as compared against the Company's designated Peer

- (4) Group, subject to the discretion of the Compensation Committee (or Board); and (ii) 50% on Compensation Committee (or Board) discretionary assessment of management execution of strategic objectives relating to the Company's Transformation Office and other initiatives for calendar years 2018, 2019, and 2020. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 29, 2021.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (6) 25%/4yr beginning on 01-May-2016.
- (7) Restricted stock units are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
- (8) Stock options are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.

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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