

Edmonds-Waters Christopher
 Form 4
 May 03, 2019

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 *
 Edmonds-Waters Christopher

(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)
 05/01/2019

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)
 Chief Human Resources Officer

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 (A) or (D) Price			
Common Stock	05/01/2019		M	136 A <u>(1)</u>	3,630	D	
Common Stock	05/01/2019		M	195 A <u>(1)</u>	3,825	D	
Common Stock	05/01/2019		M	590 <u>(2)</u> A \$ 129.81	4,415	D	
Common Stock	05/01/2019		F	97 <u>(3)</u> D \$ 250.43	4,318	D	
Common Stock	05/01/2019		S	590 <u>(2)</u> D \$ 251.1	3,728	D	

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Common Stock	05/01/2019	F	68 ⁽³⁾	D	\$ 250.43	3,660	D	
Common Stock						2,917 ⁽⁴⁾	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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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	1,851	01/31/2022 ⁽⁶⁾ 05/01/2026	Common Stock
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	3,085	01/31/2022 ⁽⁶⁾ 05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	195	⁽⁷⁾ 05/01/2022	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	136	⁽⁸⁾ 05/01/2025	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	1,028	05/01/2022 ⁽⁹⁾ 05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	617	⁽¹⁰⁾ 05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	2,863	05/01/2022 ⁽¹¹⁾ 05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	1,718	⁽¹²⁾ 05/01/2026	Common Stock
Stock Option	\$ 129.81	05/01/2019		M	590 ⁽²⁾	⁽⁷⁾ 05/01/2022	Common Stock

