

Zuckert Michael S
Form 4
May 03, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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response... 0.5

(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)

05/01/2019

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)

General Counsel

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 Beneficial Ownership (Instr. 4)
Common Stock	05/01/2019		M	170 A <u>1</u>	4,595	D	
Common Stock	05/01/2019		M	148 A <u>1</u>	4,743	D	
Common Stock	05/01/2019		F	74 ⁽²⁾ D \$ 250.43	4,669	D	
Common Stock	05/01/2019		F	85 ⁽²⁾ D \$ 250.43	4,584	D	
Common Stock					102 ⁽³⁾	I	By 401(k)/ESOP

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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.

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 Security (Instr. 3 and 4)	8. Fair Value of Derivative Security at End of Reporting Period (Instr. 3)	9. Fair Value of Derivative Security at Beginning of Reporting Period (Instr. 3)	10. Fair Value of Derivative Security at Issuance (Instr. 3)	11. Fair Value of Derivative Security at Maturity (Instr. 3)	12. Fair Value of Derivative Security at Conversion (Instr. 3)	13. Fair Value of Derivative Security at Redemption (Instr. 3)	14. Fair Value of Derivative Security at Settlement (Instr. 3)	15. Fair Value of Derivative Security at Termination (Instr. 3)	16. Fair Value of Derivative Security at Other Event (Instr. 3)	17. Fair Value of Derivative Security at Other Event (Instr. 3)	18. Fair Value of Derivative Security at Other Event (Instr. 3)	19. Fair Value of Derivative Security at Other Event (Instr. 3)	20. Fair Value of Derivative Security at Other Event (Instr. 3)	21. Fair Value of Derivative Security at Other Event (Instr. 3)	22. Fair Value of Derivative Security at Other Event (Instr. 3)	23. Fair Value of Derivative Security at Other Event (Instr. 3)	24. Fair Value of Derivative Security at Other Event (Instr. 3)	25. Fair Value of Derivative Security at Other Event (Instr. 3)	26. Fair Value of Derivative Security at Other Event (Instr. 3)	27. Fair Value of Derivative Security at Other Event (Instr. 3)	28. Fair Value of Derivative Security at Other Event (Instr. 3)	29. Fair Value of Derivative Security at Other Event (Instr. 3)	30. Fair Value of Derivative Security at Other Event (Instr. 3)	31. 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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckert Michael S 3005 TASMAN DRIVE			General Counsel	

SANTA CLARA, CA 95054

Signatures

Wei Sun, Attorney-in-Fact for Michael
Zuckert

05/03/2019

__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.
- (10) Stock options are subject to cliff vest on May 1, 2022.
- (11) 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.
- (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, 2019.
- (4) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (5) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting and scheduled to vest on January 31, 2022.
- (6) 25%/4yr beginning on 01-May-2015.
- (7) 25%/4yr beginning on 01-May-2018.
- (8) Restricted stock units are subject to cliff vest on May 1, 2022.
- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.