

SVB FINANCIAL GROUP
Form 4
December 04, 2006

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 *
WILCOX KENNETH P

(Last) (First) (Middle)
3003 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)
12/01/2006

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)
President & CEO

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 or Price		
Common Stock	12/01/2006		J ⁽¹⁾		16,500 A \$ 47.09	77,004	D
Common Stock	12/01/2006		J ⁽²⁾		7,548 D \$ 47.09	69,456	D
Common Stock	12/01/2006		M ⁽³⁾		3,787 A \$ 26.4	73,243	D
Common Stock	12/01/2006		S ⁽³⁾		3,787 D \$ 47.163	69,456	D
Common Stock	12/01/2006		M ⁽³⁾		2,213 A \$ 26.4	71,669	D

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Common Stock	12/01/2006		S ⁽³⁾	2,213	D	\$ 47.163	69,456	D	
Common Stock							7,679	I	By self in 401k/ESOP

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 26.4	12/01/2006		M ⁽³⁾	3,787	04/19/2002 ⁽⁴⁾ 04/19/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 26.4	12/01/2006		M ⁽³⁾	2,213	04/19/2002 ⁽⁴⁾ 04/19/2011	Common Stock	
Restricted Stock Unit	\$ 0	12/01/2006		J	16,500	12/01/2006 ⁽¹⁾ 12/01/2007	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILCOX KENNETH P 3003 TASMAN DRIVE SANTA CLARA, CA 95054	X		President & CEO	

Signatures

By: Lisa Bertolet as attorney in fact For: Kenneth P. Wilcox 12/04/2006

__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 restricted stock units (RSUs), as previously reported, which have now fully vested and been released.
- (2) The reporting person surrendered company stock to pay for taxes associated with the vesting of a previously reported restricted stock unit.
- (3) The sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person as of May 10, 2005.
- (4) The option vests in four equal annual installments beginning one year 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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