Dent Mary Form 4 May 14, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **Dent Mary**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SVB FINANCIAL GROUP [SIVB]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

3003 TASMAN DRIVE

(Month/Day/Year)

X_ Officer (give title below)

05/12/2009

General Counsel

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

5. Amount of

Securities

Beneficially

6. Ownership 7. Nature of Form: Direct Indirect

Ownership

(Instr. 4)

(D) or Indirect Beneficial

(Instr. 3)

Security

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported

(Instr. 4)

(I)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Securities Security or Exercise Code (Month/Day/Year) any

(Instr. 3 and 4)

7. Title and Amour

Underlying Securit

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(Instr. 3)	Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 27.84	05/12/2009		A <u>(1)</u>		8,700		05/12/2010	05/12/2016	Common Stock	8,7
Performance Shares	\$ 0	05/12/2009		A(1)		2,700		12/31/2011	01/01/2012	Common Stock	2,7

(M 41/D /W) (T + 0) A . . .

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dent Mary

3003 TASMAN DRIVE General Counsel

SANTA CLARA, CA 95054

Signatures

By: Lisa Bertolet as attorney in fact For: Mary
Dent

05/14/2009

**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).

Awards were made as of 5/12/09, consistent with Company's practice of using mix of options and RSUs to provide long-term, performance-based pay. Options vest in equal annual installments over 4 years. RSUs vest on 12/31/11 to the extent certain performance metrics are met or exceeded as determined by the Compensation Committee in its sole discretion. As noted in Company's CD&A in its

(1) 2009 Proxy Stmt, American Recovery Reinvestment Act imposed executive compensation restrictions on Capital Purchase Program participants, incl. bonus restrictions. Treasury has not issued guidance on scope of restrictions. Company may determine in the future that it must reduce, revoke, cancel or impose other conditions to comply with ARRA or other laws, in which case it anticipates granting replacement equity awards to the extent permissible under applicable law.

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.

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