

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 \*  
VERISSIMO MARC J

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Strategy Officer

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)
			Code	V	Amount	(D)	Price
Common Stock	12/01/2006		J <sup>(1)</sup>		7,500	A	\$ 47.09
Common Stock	12/01/2006		J <sup>(2)</sup>		3,431	D	\$ 47.09
Common Stock	12/04/2006		M		8,000	A	\$ 23.688
Common Stock	12/04/2006		M		129	A	\$ 17.07
Common Stock	12/04/2006		S		319	D	\$ 47.81

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Common Stock	12/04/2006	S	2,100	D	\$ 47.57	16,360	D	
Common Stock	12/04/2006	S	41	D	\$ 47.58	16,319	D	
Common Stock	12/04/2006	S	1,309	D	\$ 47.59	15,010	D	
Common Stock	12/04/2006	S	300	D	\$ 47.59	14,710	D	
Common Stock						11,544	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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(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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 17.07	12/04/2006		M	129	11/08/2003	11/08/2012	Common Stock	129
Incentive Stock Option (right to buy)	\$ 23.688	12/04/2006		M	8,000	04/20/2001	04/20/2010	Common Stock	8,000
Restricted Stock Unit	\$ 0	12/01/2006		J <sup>(1)</sup>	6,328	12/01/2006	12/01/2007	Common Stock	6,328
Restricted Stock Unit	\$ 0	12/01/2006		J <sup>(1)</sup>	1,172	12/01/2006	11/03/2008	Common Stock	1,172

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERISSIMO MARC J 3003 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Strategy Officer	

## Signatures

By: Lisa Bertolet as attorney in fact For: Marc J.  
Verissimo

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.

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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