

Descheneaux Michael
Form 4
May 04, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Descheneaux Michael

(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)

05/02/2018

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, Silicon Valley Bank

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 | (A) or (D) | Price | | |
| Common Stock | 05/02/2018 | | M | | 515 | A | <u>11</u> | 18,529 | D |
| Common Stock | 05/02/2018 | | M | | 7,325 <u>(2)</u> | A | \$ 71.11 | 25,854 | D |
| Common Stock | 05/02/2018 | | M | | 2,000 <u>(2)</u> | A | \$ 107.98 | 27,854 | D |
| Common Stock | 05/02/2018 | | M | | 2,000 <u>(2)</u> | A | \$ 129.81 | 29,854 | D |
| Common Stock | 05/02/2018 | | M | | 708 | A | <u>11</u> | 30,562 | D |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|----------------------------|--------|---|----------------|
| Common Stock | 05/02/2018 | F | 320 ⁽³⁾ | D | \$ 306.01 | 30,242 | D | |
| Common Stock | 05/02/2018 | F | 233 ⁽³⁾ | D | \$ 306.01 | 30,009 | D | |
| Common Stock | 05/02/2018 | S | 4,100 ⁽²⁾ | D | \$ 300.3744 ⁽⁴⁾ | 25,909 | D | |
| Common Stock | 05/02/2018 | S | 2,000 ⁽²⁾ | D | \$ 301.3291 ⁽⁵⁾ | 23,909 | D | |
| Common Stock | 05/02/2018 | S | 1,100 ⁽²⁾ | D | \$ 302.3881 ⁽⁶⁾ | 22,809 | D | |
| Common Stock | 05/02/2018 | S | 900 ⁽²⁾ | D | \$ 303.5888 ⁽⁷⁾ | 21,909 | D | |
| Common Stock | 05/02/2018 | S | 3,200 ⁽²⁾ | D | \$ 300.89 ⁽⁸⁾ | 18,709 | D | |
| Common Stock | 05/02/2018 | S | 25 ⁽²⁾ | D | \$ 303.89 | 18,684 | D | |
| Common Stock | | | | | | 320 | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Unit | \$ 0 | 05/02/2018 | | M | 708 | ⁽⁹⁾ 05/02/2023 | Common Stock | 708 |

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| | | | | | | | | |
|-----------------------|-----------|------------|---|--------------|-------------|------------|--------------|-------|
| Restricted Stock Unit | \$ 0 | 05/02/2018 | M | 515 | <u>(10)</u> | 05/02/2024 | Common Stock | 515 |
| Stock Option | \$ 129.81 | 05/02/2018 | M | 2,000 (2) | <u>(11)</u> | 05/01/2022 | Common Stock | 2,000 |
| Stock Option | \$ 107.98 | 05/02/2018 | M | 2,000 (2) | <u>(12)</u> | 04/29/2021 | Common Stock | 2,000 |
| Stock Option | \$ 71.11 | 05/02/2018 | M | 7,325 (2) | <u>(13)</u> | 04/30/2020 | Common Stock | 7,325 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Descheneaux Michael 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | President, Silicon Valley Bank | |

Signatures

Denise West, Attorney-in-Fact for Michael
Descheneaux

05/04/2018

__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) 25%/4yr beginning on 02-May-2018.
- (11) 25%/4yr beginning on 01-May-2016.
- (12) 25%/4yr beginning on 29-Apr-2015.
- (13) 25%/4yr beginning on 30-Apr-2014.
- (2) These transactions reported were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person effective February 12, 2018.
- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (4) This transaction was executed in multiple trades at prices ranging from \$299.81 to \$300.79; the price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$301.08 to \$301.76; the price reported above reflects the weighted average sale price.
- (6) This transaction was executed in multiple trades at prices ranging from \$302.16 to \$302.82; the price reported above reflects the weighted average sale price.
- (7) This transaction was executed in multiple trades at prices ranging from \$303.17 to \$303.97; the price reported above reflects the weighted average sale price.
- (8) This transaction was executed in multiple trades at prices ranging from \$300.82 to \$301.00; the price reported above reflects the weighted average sale price.
- (9) 25%/4yr beginning on 02-May-2017.

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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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