

Cox Philip C
Form 3
May 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Cox Philip C | | (Month/Day/Year) | SVB FINANCIAL GROUP [SIVB] | |
| (Last) | (First) | (Middle) | 04/25/2013 | |
| SVB FINANCIAL GROUP, 3005 TASMAN DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| SANTA CLARA, CA 95054 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Head EMEA India & President, UK | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 50 | D | |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Unit | 05/01/2013 | 05/01/2019 | Common Stock | 1,630 ⁽¹⁾ | \$ 0 | D | Â |
| Restricted Stock Unit | 04/30/2011 | 04/30/2017 | Common Stock | 450 ⁽¹⁾ | \$ 0 | D | Â |
| Restricted Stock Unit | 04/27/2012 | 04/27/2018 | Common Stock | 1,125 ⁽¹⁾ | \$ 0 | D | Â |
| Stock Option | 04/27/2012 | 04/27/2018 | Common Stock | 3,000 ⁽²⁾ | \$ 60.37 | D | Â |
| Stock Option | 04/30/2011 | 04/30/2017 | Common Stock | 1,650 ⁽³⁾ | \$ 49.18 | D | Â |
| Stock Option | 09/08/2010 | 09/08/2016 | Common Stock | 1,000 ⁽⁴⁾ | \$ 38.21 | D | Â |
| Stock Option | 05/01/2013 | 05/01/2019 | Common Stock | 3,250 ⁽⁵⁾ | \$ 64.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Philip C SVB FINANCIAL GROUP 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | Â | Â | Â Head EMEA India & President, UK | Â |

Signatures

Kamran Husain, Attorney-in-Fact for Philip Cox 05/01/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Vesting schedule over four years with equal percentage vesting each year of 25%. There are no vested shares held at filing date.
 - (2) Vesting schedule over four years with equal percentage vesting each year of 25%. There are options exercisable for 750 shares at filing date.
 - (3) Vesting schedule over four years with equal percentage vesting each year of 25%. There are options exercisable for 550 shares at filing date and previously vested options of 550 shares have been exercised.
 - (4) Vesting schedule over four years with equal percentage vesting each year of 25%. No options exercisable at filing date and all previously vested options for 3,000 shares have been exercised.
 - (5) Vesting schedule over four years with equal percentage vesting each year of 25%. There are no options exercisable at filing date.

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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