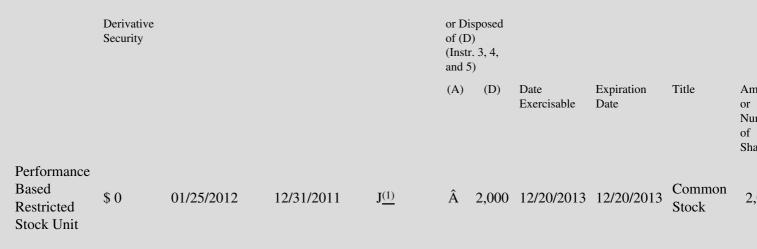
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Wallace Brue	ce										
Form 5	2012										
February 15, <b>FORN</b>								OMB A	PPROVAL		
	-	STATES	SECU	RITIES AN	JD EXCI	HANGE	COMMISSIO	OMB	3235-0	362	
Check this		SINILS		RITIES AND EXCHANGE COMMISSION Ishington, D.C. 20549			Number.	January			
no longer at to Section	16							Expires:	2	005	
Form 4 or 5 obligatic may contin	ons	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per response 1			
See Instruct 1(b).	ction Filed put	rsuant to Se	ection 1	6(a) of the	Securitie	s Exchang	e Act of 1934,				
Form 3 Ho Reported	oldings Section 17(							on			
Form 4 Transactio Reported	ons	30(h) c	of the Ir	nvestment C	Company	Act of 194	40				
	ddress of Reporting	Person <u>*</u>	2. Issuer	Name <b>and</b> Tie	cker or Tra	ding	5. Relationship of	of Reporting Per	rson(s) to		
			Symbol	•			Issuer				
(Last) (First) (Middle)			SVB FINANCIAL GROUP [SIVB] 3. Statement for Issuer's Fiscal Year Ended			(Check all applicable)					
(Lust)	(1130)	· ·		Day/Year)	5 1 150ai 1 0	ai Endeu	Director	109	% Owner		
2005 TASA	IAN DRIVE		12/31/2	2011			XOfficer (give below)	ve title Oth below)	er (specify		
5005 TASM							,	COO			
				If Amendment, Date Original 6. 1 led(Month/Day/Year)				5. Individual or Joint/Group Reporting			
							(che	eck applicable line	:)		
SANTA CL	ARA, CA 95	054									
							_X_ Form Filed by Form Filed by Person	y One Reporting F More than One R			
(City)	(State)	(Zip)	Tab	le I - Non-De	rivative Se	curities Acq	uired, Disposed	of, or Beneficia	lly Owned		
	A. Transaction Date2A. DeemedMonth/Day/Year)Execution Date, ifany (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned at end	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
					Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
	ort on a separate line ficially owned direct			contained	in this fo	rm are not	ollection of info required to res valid OMB contr	pond unless	SEC 2 (9	2270 9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		



## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Wallace Bruce 3005 TASMAN DRIVE SANTA CLARA, CA 95054	Â	Â	COO	Â		
Signatures						

## Lisa Bertolet as attorney 02/15/2012 in fact

<u>\*\*</u>Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This award represents the portion of a previously-reported performance-based restricted stock unit grant that was deemed earned by the
 (1) Compensation Committee of the Board of Directors on 1/25/12. The grant was originally reported on a Form 4 in May 2011, with a maximum award of 150% of target. 50% of target was deemed earned and is subject to further time-based vesting until 12/20/13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.