

Yoon Kyung
Form 4
July 28, 2011

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 *

Yoon Kyung

(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)

07/26/2011

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)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/21/2011 | | J(1) | V 2,280 A \$ 0 | 6,250 | D | |
| Common Stock | 07/26/2011 | | S | 1,270 D \$ 62.19 | 4,980 | D | |
| Common Stock | 07/26/2011 | | S | 300 D \$ 62.2 | 4,680 | D | |
| Common Stock | 07/26/2011 | | S | 700 D \$ 62.22 | 3,980 | D | |
| Common Stock | 07/26/2011 | | S | 100 D \$ 62.23 | 3,880 | D | |
| | 07/26/2011 | | S | 500 D | 3,380 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|--|----------|-------|---|
| Common Stock | | | | | | \$ 62.24 | | |
| Common Stock | 07/26/2011 | S | 200 | D | | \$ 62.25 | 3,180 | D |
| Common Stock | 07/26/2011 | S | 400 | D | | \$ 62.28 | 2,780 | D |
| Common Stock | 07/26/2011 | S | 100 | D | | \$ 62.29 | 2,680 | D |
| Common Stock | 07/26/2011 | S | 200 | D | | \$ 62.35 | 2,480 | D |
| Common Stock | 07/26/2011 | S | 200 | D | | \$ 62.36 | 2,280 | D |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | \$ 0 | 04/21/2011 | | J ⁽¹⁾ | V | 2,280 | 04/21/2011 04/21/2011 | Common Stock | 2,280 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Yoon Kyung 3003 TASMAN DRIVE SANTA CLARA, CA 95054 | X | | | |

Signatures

Lisa Bertolet as attorney
in fact

07/28/2011

__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) Reporting person had shares from a previously reported RSU award vest. This transaction reports the change from derivative to non-derivative holdings

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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