

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. ____)

Filed by the Registrant X

Filed by a Party other than the Registrant _____

Check the appropriate box:

- Preliminary Proxy Statement
 Definitive Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Additional Materials
 Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

CVB Financial Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- Fee not required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CVB Financial Corp. Letterhead

May 7, 2004

Dear Shareholder:

On April 7, 2004, we began mailing our proxy statement for our 2004 Annual Meeting of Shareholders. This meeting will be held on Wednesday, May 19, 2004.

On April 30, 2004, our accountants, Deloitte & Touche LLP, announced that they had decided not to stand for reelection. Accordingly, we are removing our Proposal 2, Ratification of Appointment of Independent Public Accountants as an agenda item at the 2004 Meeting.

On May 7, 2004, we filed a Form 8-K with the Securities and Exchange Commission relating to this announcement. A copy of that Form 8-K is available on the website of the Securities and Exchange Commission at www.sec.gov.

As set forth in the Form 8-K, the reports of Deloitte & Touche LLP on our consolidated financial statements for our last two fiscal years did not contain an adverse opinion or a disclaimer of opinion, nor were they modified or qualified as to uncertainty, audit scope or accounting principle in any respect. In addition, during our last two fiscal years and through the period ended April 30, 2004, there were no disagreements between us and Deloitte & Touche LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which disagreements, if not resolved to the satisfaction of Deloitte & Touche LLP would have caused it to make reference to the subject matter of the disagreement in connection with its reports.

Our audit committee is currently in the process of identifying a new accounting firm. We will file another Form 8-K with the Securities and Exchange Commission after our audit committee makes that appointment.

We look forward to seeing you at our 2004 Annual Meeting.

Sincerely,

/s/ D. Linn Wiley
D. Linn Wiley
President and
Chief Executive Officer