



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

Form 10-K/A

Amendment No. 1  
to  
Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.  
For the fiscal year ended December 31, 2006

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.  
For the transition period from N/A to N/A

Commission file number 1-10140

**CVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)  
701 N. Haven Avenue, Suite 350  
Ontario, California  
(Address of Principal Executive Offices)

95-3629339  
(I.R.S. Employer  
Identification No.)  
91764  
(Zip Code)

Registrant's telephone number, including area code (909) 980-4030

Securities registered pursuant to Section 12(b) of the Act:

Title of Class  
Common Stock, no par value  
Preferred Stock Purchase Rights

Name of Each Exchange on Which Registered  
NASDAQ Stock Market, LLC  
NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated Filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2006, the aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$899,009,320.

Number of shares of common stock of the registrant outstanding as of February 22, 2007: 84,283,333.

Documents Incorporated By Reference

Definitive Proxy Statement for the Annual Meeting of Stockholders which will be filed within 120 days of the fiscal year ended December 31, 2006

Part of

Part III of Form 10-K

**CVB FINANCIAL CORP.**

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**Explanatory Note**

This Amendment No. 1 on Form 10K/A (“Form 10-K/A”) to our Annual Report on Form 10-K for the year ended December 31, 2006, initially filed with the Securities and Exchange Commission (the “SEC”) on February 28, 2007 (the “Original Filing”), is being filed to reflect changes to Item 6. Selected Financial Data of Part II of the Original Filing, as detailed below and solely to correct the errors described below, and no other information in the Original Filing is amended hereby. Accordingly, the items have not been updated to reflect other events occurring after the Original Filing or to modify or update those disclosures affected by subsequent events.

Item 6. Selected Financial Data of Part II of the Original Filing has been amended to correct typographical errors in Borrowings, Junior Subordinated Debentures, Stockholder’s Equity, and the Equity-to-Assets Ratio for 2006.

Except for the foregoing amended information, this Form 10K/A continues to describe conditions as of the date of the Original Filing, and we have not updated the disclosures contained herein to reflect events that occurred at a later date.

**Item 6. Selected Financial Data.**

The following table reflects selected financial information at and for the five years ended December 31. Throughout the past five years, the Company has acquired other banks. This may affect the comparability of the data.

	At December 31,				
	2006	2005	2004	2003	2002
	(Amounts and numbers in thousands except per share amounts)				
Interest Income	\$ 316,660	\$ 246,948	\$ 197,702	\$ 166,346	\$ 154,323
Interest Expense	147,464	77,436	46,517	37,053	40,439
Net Interest Income	169,196	169,512	151,185	129,293	113,884
Provision for Credit Losses	3,000	—	—	—	—
Other Operating Income	33,258	27,505	27,907	29,989	29,018
Other Operating Expenses	95,824	90,053	89,722	77,794	66,056
Earnings Before Income Taxes	103,630	106,964	89,370	81,488	76,846
Income Taxes	31,724	36,346	27,884	28,656	27,101
<b>NET EARNINGS</b>	<b>\$ 71,906</b>	<b>\$ 70,618</b>	<b>\$ 61,486</b>	<b>\$ 52,832</b>	<b>\$ 49,745</b>
Basic Earnings Per Common Share(1)	\$ 0.85	\$ 0.84	\$ 0.74	\$ 0.64	\$ 0.60
Diluted Earnings Per Common Share(1)	\$ 0.85	\$ 0.83	\$ 0.73	\$ 0.63	\$ 0.59
Cash Dividends Declared Per Common Share	\$ 0.355	\$ 0.420	\$ 0.480	\$ 0.480	\$ 0.540
Cash Dividends paid	27,876	27,963	23,821	21,638	20,800
Dividend Pay-Out Ratio(3)	38.77%	39.60%	38.74%	40.96%	41.81%
Weighted Average Common Shares(1):					
Basic	84,154,216	84,139,254	83,221,496	82,813,541	82,475,422
Diluted	84,813,875	84,911,893	84,258,933	84,408,373	84,280,226
<b>Common Stock Data:</b>					
Common shares outstanding at year end(1)	84,281,722	84,073,227	83,416,193	82,997,315	82,304,822
Book Value Per Share(1)	\$ 4.62	\$ 4.08	\$ 3.81	\$ 3.45	\$ 3.16
<b>Financial Position:</b>					
Assets	\$ 6,094,262	\$ 5,422,971	\$ 4,511,011	\$ 3,854,349	\$ 3,123,411
Investment Securities available-for-sale	2,582,902	2,369,892	2,085,014	1,865,782	1,430,599
Net Loans	3,042,459	2,640,659	2,117,580	1,738,659	1,424,343
Deposits	3,406,808	3,424,046	2,875,039	2,660,510	2,309,964
Borrowings	2,139,250	1,496,000	1,186,000	786,500	468,000
Junior Subordinated debentures	108,250	82,476	82,746	82,476	—
Stockholders' Equity	389,339	342,877	317,483	286,721	259,821
Equity-to-Assets Ratio(2)	6.38%	6.32%	7.04%	7.44%	8.32%
<b>Financial Performance:</b>					
Return on:					
Beginning Equity	20.97%	22.24%	21.44%	20.33%	22.53%
Average Equity	19.75%	20.87%	20.33%	19.17%	20.45%
Average Assets	1.25%	1.45%	1.47%	1.54%	1.83%
Net Interest Margin (TE)	3.31%	3.86%	3.99%	4.18%	4.66%
Efficiency Ratio	48.04%	45.71%	50.10%	48.84%	46.22%

At December 31,

	2006	2005	2004	2003	2002
(Amounts and numbers in thousands except per share amounts)					
<b>Credit Quality:</b>					
Allowance for Credit Losses	\$ 27,737	\$ 23,204	\$ 22,494	\$ 21,282	\$ 21,666
Allowance/Total Loans	0.90%	0.87%	1.05%	1.21%	1.50%
Total Non Performing Loans	\$ —	\$ —	\$ 2	\$ 548	\$ 824
Non Performing Loans/Total Loans	0.00%	0.00%	0.00%	0.03%	0.06%
Allowance/Non Performing Loans	—	—	1,124,698%	3,884%	2,629%
Net (Recoveries)/Charge-offs	\$ (1,533)	\$ 46	\$ (1,212)	\$ 1,418	\$ 1,128
Net (Recoveries)/Charge-Offs/Average Loans	-0.05%	0.00%	-0.06%	0.09%	0.09%
<b>Regulatory Capital Ratios</b>					
<b>For the Company:</b>					
Leverage Ratio	7.8%	7.7%	8.3%	8.6%	7.6%
Tier 1 Capital	12.3%	11.3%	12.6%	13.2%	10.2%
Total Capital	13.1%	12.0%	13.4%	14.5%	11.2%
<b>For the Bank:</b>					
Leverage Ratio	7.1%	7.3%	7.8%	8.6%	7.6%
Tier 1 Capital	11.1%	10.8%	11.9%	13.2%	10.2%
Total Capital	11.8%	11.5%	12.7%	14.2%	11.3%

- (1) All earnings per share information has been retroactively adjusted to reflect the 10% stock dividend declared December 20, 2006 and paid January 19, 2007, the 5-for-4 stock split declared on December 21, 2005, which became effective January 10, 2006, the 5-for-4 stock split declared December 15, 2004, which became effective December 29, 2004, the 10% stock dividend declared December 17, 2003 and paid January 2, 2004, and the 5-for-4 stock split declared December 18, 2002, which became effective January 3, 2003. Cash dividends declared per share are not restated in accordance with generally accepted accounting principles.
- (2) Stockholders' equity divided by total assets.
- (3) Cash dividends divided by net earnings.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on the 8th day of March 2007.

CVB FINANCIAL CORP.

By: /s/ CHRISTOPHER D. MYERS

Christopher D. Myers  
*President and Chief Executive Officer*

## EXHIBIT INDEX

**Exhibit  
No.**

- 31.1 Certification of Christopher D. Myers pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Edward J. Biebrich, Jr. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Christopher D. Myers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Edward J. Biebrich, Jr. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002



**CERTIFICATION**

I, Christopher D. Myers, certify that:

1. I have reviewed this annual report on Form 10-K/A of CVB Financial Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 8, 2007

/s/ Christopher D. Myers  
Christopher D. Myers  
Chief Executive Officer

**CERTIFICATION**

I, Edward J. Biebrich, Jr., certify that:

1. I have reviewed this annual report on Form 10-K/A of CVB Financial Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 8, 2007

/s/ Edward J. Biebrich, Jr.

Edward J. Biebrich Jr.  
Chief Financial Officer

**CERTIFICATION**

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2003

In connection with the Annual Report of CVB Financial Corp. (the "Company") on Form 10-K/A for the fiscal year ended December 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher D. Myers, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2003, to the best of my knowledge that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: March 8, 2007

/s/ Christopher D. Myers  
Christopher D. Myers  
Chief Executive Officer

**CERTIFICATION**

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2003

In connection with the Annual Report of CVB Financial Corp. (the "Company") on Form 10-K/A for the fiscal year ended December 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edward J. Biebrich, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2003, to the best of my knowledge that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: March 8, 2007

/s/ Edward J. Biebrich Jr.

Edward J. Biebrich Jr.  
Chief Financial Officer