

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

Form 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the fiscal year ended December 31, 2007

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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting Company

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, 2007, the aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$933,180,796.

Number of shares of common stock of the registrant outstanding as of February 15, 2008: 83,164,906.

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, 2007

Part of

Part III of Form 10-K

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Explanatory Note

This Amendment No. 1 on Form 10-K/A ("Form 10-K/A") to our Annual Report on Form 10-K for the year ended December 31, 2007, initially filed with the Securities and Exchange Commission (the "SEC") on February 29, 2007 (the "Original Filing"), is being filed to reflect a change to the cover page to correct the number of shares of CVB Financial Corp. outstanding at February 15, 2008, which was misstated in the Original Filing and to provide a new Exhibit 10.12 reflecting outside directors' compensation.

Except for the foregoing amended information, this Form 10-K/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 15. Exhibits and Financial Statement Schedules

Financial Statements

Reference is made to the Index to Financial Statements at page 56 of the Original Filing for a list of financial statements filed as part of the Annual Report on Form 10-K.

Exhibits

See Index to Exhibits of this Form 10-K/A.

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 5th day of March 2008.

CVB FINANCIAL CORP.

By: /s/ CHRISTOPHER D. MYERS
Christopher D. Myers
President and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	
3.1	Articles of Incorporation of the Company, as amended(15)
3.2	Bylaws of Company, as amended(1)
3.3	Certificate of Determination of Participating Preferred Stock of Registrant (See Exhibit 4.2 hereto)
4.1	Form of Registrant's Common Stock certificate(2)
4.2	Preferred Shares Rights Agreement, dated as of June 21, 2000, between CVB Financial Corp. and U.S. Stock Transfer Corp., including the Certificate of Determination, the form of Rights Certificate and the Summary of Rights(3)
4.3	Certificate of Determination of Participating Preferred Stock of Registrant (See Exhibit 4.2 hereto)
4.4	Form of Rights Certificate (See Exhibit 4.2 hereto)
4.5	Summary of Rights (See Exhibit 4.2 hereto)
10.1(a)	Employment Agreement by and among Christopher D. Myers, CVB Financial Corp. and Citizens Business Bank, dated June 1, 2006†(4)
10.1(b)	Restricted Stock Agreement by and between CVB Financial Corp. and Christopher D. Myers dated June 1, 2006†(4)
10.1(c)	Deferred Compensation Plan for Christopher D. Myers, effective January 1, 2007†(14)
10.2	Chino Valley Bank Profit Sharing Plan, as amended†(5)
10.3	Form of Indemnification Agreement(6)
10.4	CVB Financial Corp. 1991 Stock Option Plan, as amended†(7)
10.5	CVB Financial Corp. 2000 Stock Option Plan†(8)
10.6	Form 2000 Stock Option Agreement for Employees and Directors†(1)
10.7	CVB Financial Corp. Discretionary Performance Compensation Plan 2007†(9)
10.8	The Executive NonQualified Excess Plans SM Plan Document effective February 21, 2009†(14)
10.9	Severance Compensation Agreement for Jay W. Coleman, dated March 15, 2006†(10)
10.10	Severance Compensation Agreement for Edward J. Biebrich dated March 15, 2006†(10)
10.11	Severance Compensation Agreement for Edward J. Mylett, dated March 15, 2006†(10)
10.12	Outside Directors' Compensation
10.13	Base Salaries for Named Executive Officers of the Registrant(12)
10.14(a)	Offer letter for Christopher A. Walters, dated June 13, 2007(13)
10.14(b)	Severance Compensation Agreement for Christopher A. Walters, dated June 27, 2007(13)
12	Statement regarding computation of ratios (included in Form 10-K)(15)
21	Subsidiaries of Company (included in Form 10-K)(15)
23.1	Consent of McGladrey & Pullen, LLP(15)
23.2	Consent of KPMG LLP(15)
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(15)
32.2	Certification of Edward J. Biebrich, Jr. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(15)

† Indicates a management contract or compensation plan.

* Except as noted below, Form 8-A12G, Form 8-K and Form 10-K identified in the exhibit index have SEC file number 000-10140.

Δ We have entered into the following trust preferred security issuances and agree to furnish a copy to the SEC upon request:

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- (a) Indenture dated as of December 17, 2003 by and between CVB Financial Corp. and U.S. Bank, National Association, as Trustee (CVB Statutory Trust I).
- (b) Indenture dated as of December 5, 2003 by and between CVB Financial Corp. and Wells Fargo Bank, National Association, as Trustee (CVB Statutory Trust II).
- (c) Indenture by and between CVB Financial Corp. and U.S. Bank, National Association, as Trustee, dated as of January 31, 2006 (CVB Statutory Trust III).
- (1) Incorporated herein by reference from our Current Report on Form 8-K filed with the SEC on June 26, 2006.
- (2) Incorporated herein by reference from our Form 8-A12G filed with the SEC on June 11, 2001.
- (3) Incorporated herein by reference from our Form 8-A12G filed with the SEC on June 22, 2000.
- (4) Incorporated herein by reference from our Current Report on Form 8-K filed with the SEC on June 7, 2006.
- (5) Filed as Exhibits 10.3 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1990, Commission file number 1-10394, which is incorporated herein by this reference.
- (6) Filed as Exhibit 10.13 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1988, Commission file number 1-10394, which is incorporated herein by this reference.
- (7) Incorporated herein by reference from our Quarterly Report on Form 10-Q filed with the SEC on May 13, 1998, Commission file number 1-10394.
- (8) Incorporated herein by reference from our Registration Statement on Form S-8 filed with the SEC on July 12, 2000, Commission file number 333-41198.
- (9) Incorporated herein by reference from our Current Report on Form 8-K filed with the SEC on April 24, 2007.
- (10) Incorporated herein by reference from our Current Report on Form 8-K filed with the SEC on March 21, 2006.
- (11) Incorporated herein by reference from our Annual Report on Form 10-K filed with the SEC on March 14, 2005.
- (12) Incorporated herein by reference from our Current Report on Form 8-K filed with the SEC on April 3, 2007.
- (13) Incorporated herein by reference from our Quarterly Report on Form 10-Q filed with the SEC on August 8, 2007.
- (14) Incorporated by reference from our Annual Report on Form 10-K filed with the SEC on March 1, 2007.
- (15) Previously filed with our Annual Report on Form 10-K filed with the SEC on February 29, 2008

Exhibit 10.12

OUTSIDE DIRECTORS' COMPENSATION

Each outside director of CVB Financial Corporation will receive the following compensation on an annual basis for their services as a director as of March 3, 2008:

Chairman of the Board	\$124,200
Vice-Chairman of the Board	\$ 86,928
All other outside directors	\$ 43,464

These amounts are paid in equal monthly installments. In addition, the directors are eligible to participate in the health plan of the Company and the Company pays a portion of that benefit comparable to the other employees of the Company.

There is no additional compensation for the directors should they serve on a committee or chair a committee.

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 5, 2008

/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 5, 2008

/s/ Edward J. Biebrich, Jr.
Edward J. Biebrich Jr.
Chief Financial Officer