

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Myers Christopher D</u> (Last) (First) (Middle) 701 N. HAVEN AVE., SUITE 350 (Street) ONTARIO CA 91764 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CVB FINANCIAL CORP [CVBF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 07/17/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/17/2019		A		90,000 ⁽¹⁾	A	\$0	336,057	D	
Common Stock	07/17/2019		A		60,000 ⁽²⁾	A	\$0	396,057	D	
Common Stock	07/17/2019		A		45,000 ⁽⁴⁾	A	\$0	441,057	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0	07/17/2019		D			105,000	(3)	(3)	Common Stock	105,000	\$0	0	D	
Performance Based Restricted Stock Units	\$0	07/17/2019		D			105,000	(4)	(4)	Common Stock	105,000	\$0	0	D	
Performance Based Restricted Stock Units	\$0	07/17/2019		A		15,000		(4)	(4)	Common Stock	15,000	\$0	0	D	

Explanation of Responses:

- Grant of 90000 RSUs pursuant to Issuer's 2018 Equity Incentive Plan (the "Equity Plan") in connection with the Reporting Person's Retirement and Consulting Agreement dated as of July 17, 2019. The RSUs shall vest in full December 31, 2020 provided that Reporting Person continues to provide consulting services through such date.
- Grant of 60000 RSUs pursuant to Issuer's 2018 Equity Incentive Plan (the "Equity Plan") in connection with the Reporting Person's Retirement and Consulting Agreement dated as of July 17, 2019. The RSUs shall vest in full March 15, 2020 provided that Reporting Person continues employment through such date.
- On July 17, 2019 pursuant to Issuer's Equity Plan, Issuer amended an outstanding restricted stock unit grant to Reporting Person to reduce the number of shares subject to the restricted stock unit grant from 105000 to 60000 and changing the vesting terms such that 15000 shares will vest on September 12, 2019 and 45000 shares will vest on March 15, 2020 subject to Reporting Person continuing to provide employment services through such date(s).
- On July 17, 2019 pursuant to Issuer's Equity Plan, Issuer amended an outstanding performance based restricted stock unit grant to Reporting Person to reduce the number of shares subject to the performance based restricted stock unit grant from 105000 to 60000 and changing the vesting terms such that up to 15000 shares subject to the performance based grant vests on September 12, 2019 based on the Issuer's Relative Return on Assets and Return on Equity and 45000 shares subject to the grant vests on March 15, 2020 subject to Reporting Person continuing to provide employment services through such date.

/s/ Christopher D Myers 09/27/2019

** Signature of Reporting Person Date

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

* 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).

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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