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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 26, 2009

CVB FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

California (State or other Jurisdiction of Incorporation)	0-10140 (Commission File Number)	95-3629339 (IRS Employer Identification No.)
701 North Haven Avenue, Ontario, California (Address of Principal Executive Offices)		91764 (Zip Code)

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

Not Applicable

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into Material Definitive Agreement

On August 26, 2009, CVB Financial Corp., a California corporation (the "Company"), repurchased (the "Initial Repurchase") 75%, or 97,500 shares, of its outstanding Series B Fixed Rate Cumulative Perpetual Preferred Stock (the "Preferred Stock") issued to the U.S. Treasury pursuant to the Capital Purchase Program established under the Troubled Asset Relief Program. The Company paid an aggregate purchase price of \$97,648,958.33, which was equal to an aggregate liquidation preference of \$97,500,000 of the repurchased Preferred Stock, plus accrued and unpaid dividends of \$148,958.33. The Company intends to repurchase the remaining 25%, or 32,500 shares, of Preferred Stock on September 2, 2009 or as soon thereafter as practicable. The letter agreement between the Company and the U.S. Treasury with respect to the Initial Repurchase is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibit 10.1 Letter Agreement between the Company and the U.S. Treasury, dated August 26, 2009.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: September 1, 2009

CVB FINANCIAL CORP.
(Registrant)

By: /s/ Edward J. Biebrich, Jr.
Name: Edward J. Biebrich, Jr.
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Letter Agreement between the Company and the U.S. Treasury, dated August 26, 2009.

UNITED STATES DEPARTMENT OF THE TREASURY
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220

August 26, 2009

Ladies and Gentlemen:

Reference is made to that certain Letter Agreement incorporating the Securities Purchase Agreement — Standard Terms (the “*Securities Purchase Agreement*”), dated as of the date set forth on Schedule A hereto, between the United States Department of the Treasury (the “*Investor*”) and the company set forth on Schedule A hereto (the “*Company*”). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Securities Purchase Agreement. Pursuant to the Securities Purchase Agreement, at the Closing, the Company issued to the Investor the number of shares of the series of its preferred stock set forth on Schedule A hereto (the “*Preferred Shares*”) and a warrant to purchase the number of shares of its common stock set forth on Schedule A hereto (the “*Warrant*”).

In connection with the consummation of the repurchase (the “*Repurchase*”) by the Company from the Investor, on the date hereof, of the number of Preferred Shares listed on Schedule A hereto (the “*Repurchased Preferred Shares*”), as permitted by the Emergency Economic Stabilization Act of 2008, as amended by the American Recovery and Reinvestment Act of 2009:

(a) The Company hereby acknowledges receipt from the Investor of the share certificate set forth on Schedule A hereto representing the Preferred Shares; and

(b) The Investor hereby acknowledges receipt from the Company of a wire transfer to the account of the Investor set forth on Schedule A hereto in immediately available funds of the aggregate purchase price set forth on Schedule A hereto, representing payment in full for the Repurchased Preferred Shares at a price per share equal to the Liquidation Amount per share, together with any accrued and unpaid dividends to, but excluding, the date hereof.

(c) The Investor hereby acknowledges receipt from the Company of a share certificate for the number of Preferred Shares set forth on Schedule A hereto, equal to the difference between the Preferred Shares represented by the certificate referenced in clause (a) above and the Repurchased Preferred Shares.

This letter agreement will be governed by and construed in accordance with the federal law of the United States if and to the extent such law is applicable, and otherwise in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.

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This letter agreement may be executed in any number of separate counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts will together constitute the same agreement. Executed signature pages to this letter agreement may be delivered by facsimile and such facsimiles will be deemed sufficient as if actual signature pages had been delivered.

[Remainder of this page intentionally left blank]

In witness whereof, the parties have duly executed this letter agreement as of the date first written above.

UNITED STATES DEPARTMENT OF
THE TREASURY

By: /s/ Herbert M. Allison, Jr.

Name: Herbert M. Allison, Jr.

Title: Assistant Secretary for Financial
Stability

COMPANY:

CVB FINANCIAL CORP.

By: /s/ Christopher D. Myers

Name: Christopher D. Myers

Title: President & CEO

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SCHEDULE A

General Information:

Date of Letter Agreement incorporating the Securities Purchase Agreement:	December 5, 2008
Name of the Company:	CVB Financial Corp.
Corporate or other organizational form of the Company:	Corporation
Jurisdiction of organization of the Company:	California
Number and series of preferred stock issued to the Investor at the Closing:	130,000 shares of Series B Fixed Rate Cumulative Perpetual Preferred Stock
Number of Initial Warrant Shares:	1,669,521

Terms of the Repurchase:

Number of Preferred Shares repurchased by the Company:	97,500 shares of Series B Fixed Rate Cumulative Perpetual Preferred Stock
Share certificate number (representing the Preferred Shares previously issued to the Investor at the Closing):	PB00001
Per share Liquidation Amount of Preferred Shares:	\$1,000 per share
Accrued and unpaid dividends on Preferred Shares:	\$ 148,958.33
Aggregate purchase price for Repurchased Preferred Shares:	\$97,648,958.33
Difference between the Preferred Shares and the Repurchased Preferred Shares:	32,500 shares of Series B Fixed Rate Cumulative Perpetual Preferred Stock

Investor wire information for payment of purchase price: Redacted

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