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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): July 28, 2009**

**CVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**California**

(State or other jurisdiction of  
incorporation or organization)

**0-10140**

(Commission file number)

**95-3629339**

(I.R.S. employer  
identification number)

**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 (See General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure**

CVB Financial Corp. (the “Company”) is providing its investor slide presentation with information as of June 30, 2009. The slide presentation is furnished (not filed) as Exhibit 99.1 to this Current Report on Form 8-K pursuant to Regulation FD.

**Item 8.01 Other Events**

On July 28, 2009, the Company’s President and Chief Executive Officer, Christopher D. Myers, will participate in the Keefe Bruyette & Woods Community Bank Investor Conference. Mr. Myers will discuss the slides furnished as Exhibit 99.1 at this conference.

**Item 9.01 Financial Statement and Exhibits**

(d) Exhibits

99.1 Slide presentation of CVB Financial Corp. as of June 30, 2009 (furnished pursuant to Regulation FD)

**SIGNATURES**

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.

**CVB FINANCIAL CORP.**  
(Registrant)

Date: July 28, 2009

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

**Exhibit Index**

99.1 Slide presentation of CVB Financial Corp. as of June 30, 2009 (furnished pursuant to Regulation FD)



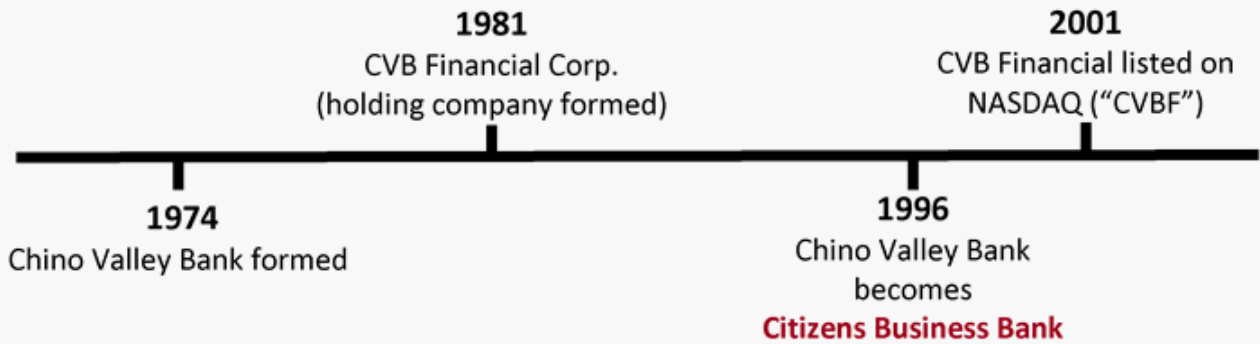


## SAFE HARBOR

Certain matters set forth herein constitute “forward-looking statements” under the Private Securities Litigation Reform Act of 1995 which involve risks and uncertainties. Our actual results may differ significantly from the results discussed in such forward-looking statements. Factors that might cause such a difference include, but are not limited to, economic conditions including changes resulting from a prolonged economic downturn, adverse capital and credit market conditions and volatility within those markets, competition in the geographic and business areas in which we conduct operations, natural disasters, pandemic flu or other pandemic illness, ability to successfully integrate acquisitions, fluctuations in interest rates, ability of borrowers to perform under the terms of their loans, credit quality, and government regulations. For additional information concerning these factors and other factors which may cause actual results to differ from the results discussed in our forward-looking statements, see the periodic filings the Company makes with the Securities and Exchange Commission, and in particular “Item 1A. Risk Factors” contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2008. The Company does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect the occurrence of events or circumstances after the date of such statements except as required by law.



# CVB FINANCIAL CORP.





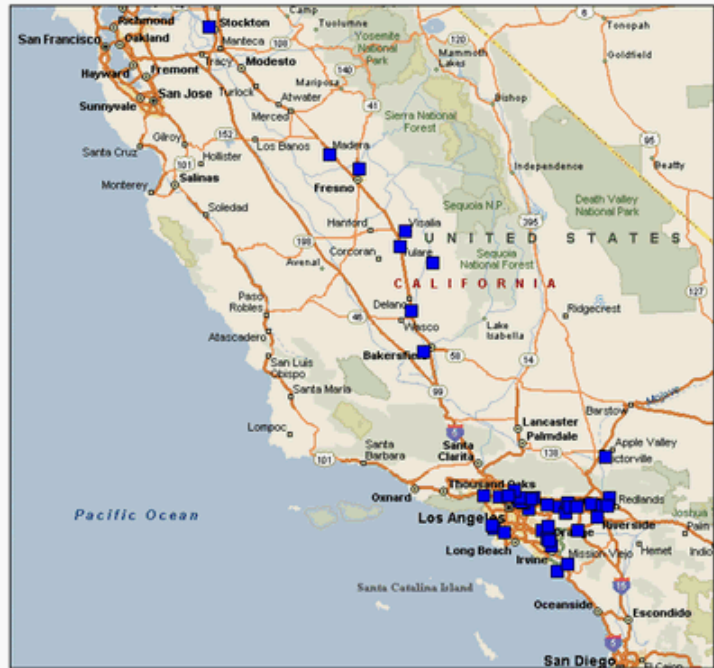
# CVB CURRENT SNAPSHOT

## Financial Highlights 6/30/09

- Total Assets: \$6.4 Billion
- Net Loans: \$3.5 Billion
- Total Deposits: \$4.0 Billion
- Tang. Common Equity: \$436.6 Million
- TARP Preferred: \$130 Million

## Operating Highlights

- Largest financial institution headquartered in the Inland Empire region of Southern California
- Serves 39 cities with 41 business financial centers and 5 commercial banking centers throughout the Inland Empire, LA County, Orange County and the Central Valley of California
- Consistent profitability, with ROAA and PTPP ROAA of .99% and 1.76%, respectively, for the quarter ended 6/30/2009
- Strong credit culture and underwriting integrity remain paramount at CVB
  - NPA's / Loans & OREO: 1.52%
  - LLR / NPL's: 145.8%
  - Texas Ratio: 10.8%







## POSITION OF FRANCHISE

2008 Rank	Holding Company	Type	Number of Branches	Total Deposits in Market (\$000)	Total Market Share (%)
1	Bank of America Corp.	Bank	520	73,137,915	19.61
2	Wells Fargo & Co.	Bank	559	55,682,188	14.93
3	JPMorgan Chase & Co.	Bank	353	40,697,454	10.91
4	Mitsubishi UFJ Finl Grp Inc	Bank	184	25,350,190	6.80
5	IMB Management Holdings LP	Thrift	30	18,481,867	4.96
6	Citigroup Inc.	Bank	198	16,838,434	4.51
7	U.S. Bancorp	Bank	264	13,977,787	3.75
8	BNP Paribas Group	Bank	99	9,827,506	2.64
9	City National Corp.	Bank	41	9,702,426	2.60
10	East West Bancorp Inc.	Bank	62	6,773,709	1.82
11	Comerica Inc.	Bank	41	5,190,178	1.39
12	Cathay General Bancorp	Bank	20	5,103,651	1.37
13	CapitalSource Inc.	Bank	20	5,011,072	1.34
14	Zions Bancorp.	Bank	51	4,899,370	1.31
15	FBOP Corp.	Bank	67	4,442,878	1.19
16	FirstFed Financial Corp.	Thrift	37	3,865,477	1.04
17	<b>CVB Financial Corp.</b>	<b>Bank</b>	<b>44</b>	<b>3,240,608</b>	<b>0.87</b>
18	Hanmi Financial Corp.	Bank	24	2,755,683	0.74
19	PacWest Bancorp	Bank	46	2,716,821	0.73
20	HSBC Holdings plc	Bank	15	2,470,456	0.66
21	UCBH Holdings Inc.	Bank	18	2,257,031	0.61
22	F&M Bank of Long Beach	Bank	22	2,233,424	0.60
23	First Regional Bancorp	Bank	8	1,969,194	0.53
24	Wilshire Bancorp Inc.	Bank	22	1,950,957	0.52
25	Imperial Capital Bancorp Inc	Bank	4	1,880,743	0.50
	Other institutions in Market (185)		842	52,496,890	14.08
	<b>Total For Institutions In Market</b>		<b>3,591</b>	<b>372,953,869</b>	<b>100.00</b>

Combined Counties  
Deposit Market  
Share

- As of June 30<sup>th</sup>, 2008, with deposits of \$3.2 billion, CVB ranked 25<sup>th</sup> in California and 17<sup>th</sup> in its operating footprint by deposit market share
- As of June 30<sup>th</sup>, 2009, CVB held \$4.0 billion in deposits, representing an increase of 22.9% from the year earlier period

Note: Combined counties include San Bernardino, Los Angeles, Orange, Riverside, Tulare, Fresno, Kern, Madera, and San Joaquin.  
Source: FDIC market share data as of 6/30/08



## EXPERIENCED LEADERSHIP

<u>Name</u>	<u>Position</u>	<u>Banking Experience</u>	<u>CVB Service</u>
Christopher D. Myers	President Chief Executive Officer	24 Years	3 Years
Edward J. Biebrich Jr.	Executive Vice President Chief Financial Officer	27 Years	11 Years
James F. Dowd	Executive Vice President Chief Credit Officer	32 Years	1 Year
Todd E. Hollander	Executive Vice President Sales Division	18 Years	1 Year
Chris A. Walters	Executive Vice President CitizensTrust	22 Years	2 Years
Yamynn De Angelis	Executive Vice President Chief Risk Officer	30 Years	22 Years
Elsa I. Zavala	Executive Vice President Chief Information Officer	29 Years	16 Years

- Interests of senior management and board of directors aligned with those of shareholders
- Significant equity ownership among executive management and board of directors
  - Total Board: 20.2%, Borba family: 16.3%, Ronald Kruse: 2.2%
- Knowledgeable team with significant banking experience in the Southern California markets



## OFFERING TERMS

Issuer	CVB Financial Corp. (NASDAQ:CVBF)
Type of Security	Follow – on Common Equity
Transaction Size	\$115 Million
# of Shares Issued	19.7 Million
Offering Price	\$5.85
Over-Allotment Option	15% (“Greenshoe”)
Use of Proceeds	Redemption of TARP*
Expected Pricing Date	Tuesday July 21, 2009
Co-Bookrunner	Keefe, Bruyette & Woods, Inc.
Co-Bookrunner	Sandler O’Neill + Partners, L.P

\*Ability to redeem TARP is subject to regulatory approval



## WHY DID WE RAISE CAPITAL?

- Strengthens CVB's tangible common equity position
- Gives CVB flexibility to redeem its TARP and eliminate 50% of associated warrants
  - Eliminates strategic restriction and negative stigma of government ownership
- Positions CVB to be opportunistic
  - Support organic growth
  - Attract talented employees from dislocation in the market
  - Acquisitions



WHO IS CVB FINANCIAL?

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**TOP U.S. BANKS**  
(PUBLICLY TRADED: \$3 BILLION ↑)  
--ROAE--



"145 Banks"

	<b>Financial Institution</b>	<b>2008 ROAE</b>
1	Bank of Hawaii	24.54%
2	Bank of Ozarks	15.96%
3	Northern Trust Corp.	15.57%
4	First Financial Bankshares	15.27%
5	S&T Bancorp	14.77%
6	Westamerica Bancorp	14.77%
7	State Street Corp.	14.60%
8	TrustCo Bank Corp. NY	14.28%
9	NBT Bancorp	14.16%
<b>10</b>	<b>CVB Financial Corp.</b>	<b>13.75%</b>
13	U.S. Bancorp	13.05%
61	City National Corp.	6.08%
66	Wells Fargo	4.97%
80	JPMorgan Chase	4.05%
93	Bank of America	2.43%

Source:  
ABA Banking Journal  
April 2009

# BANK RATINGS & AWARDS



## ABA Banking Journal (2009)

- 10<sup>th</sup> Ranked Bank in the Nation

## BauerFinancial Report (2009)

- '5' Star Rating

## U.S. Banker Magazine (2008)

- 6<sup>th</sup> Ranked Bank in the Nation (3-year ROE)

## U.S. Banker Magazine (2007)

- Top Business Bank in the Nation
- 15<sup>th</sup> Ranked Bank in the Nation

## America's Finest Companies Investment Directory

- #318 out of 19,000 U.S. public companies

## The Findley Report

- 19 Consecutive Years – Super Premier Performing Bank

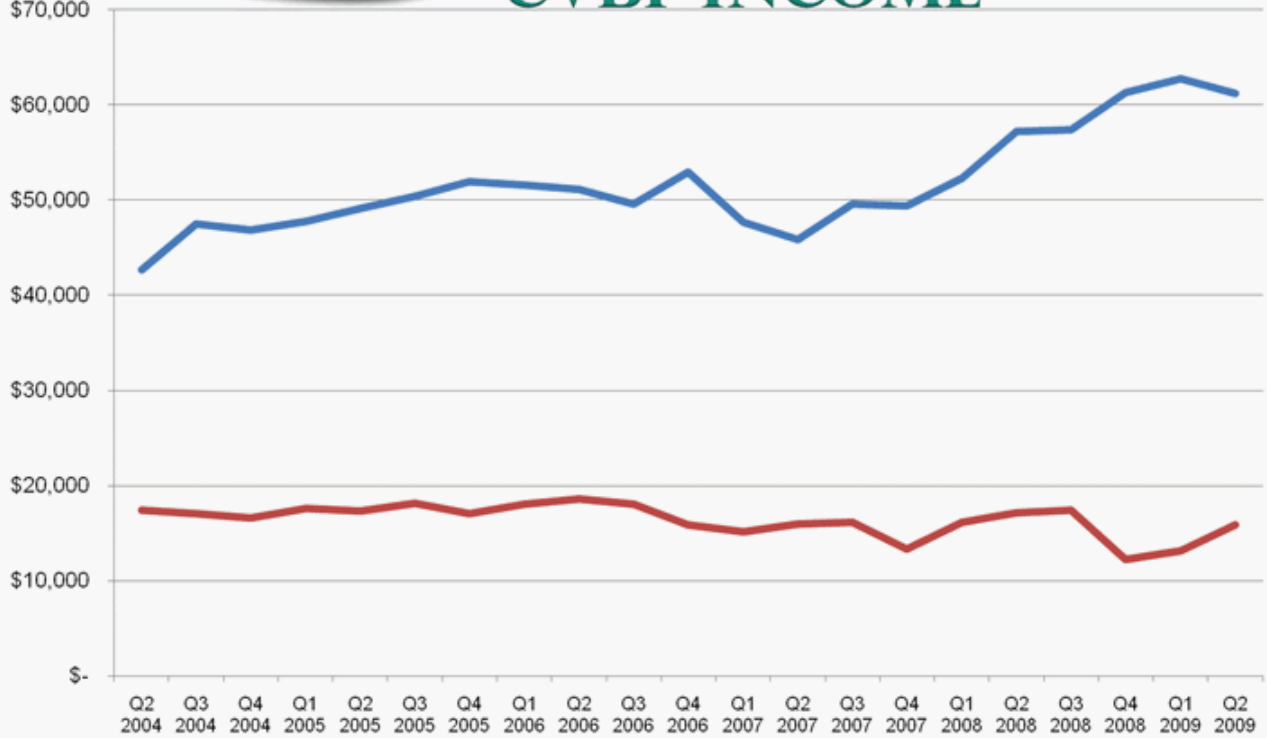
## Fitch Ratings

- BBB+ (January 2009)



# CVBF INCOME

(000's)  
\$70,000



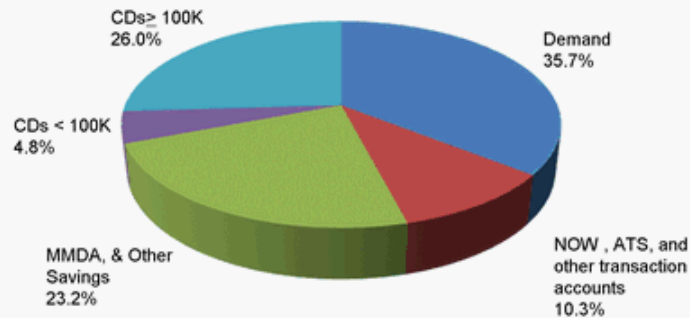
— Net Interest Income Plus Non- Interest Income (Before Loan Loss Allowance)  
— Net Income After Taxes





# DEPOSIT FRANCHISE

TOTAL DEPOSITS: \$4.0 BILLION  
AS OF 6/30/2009



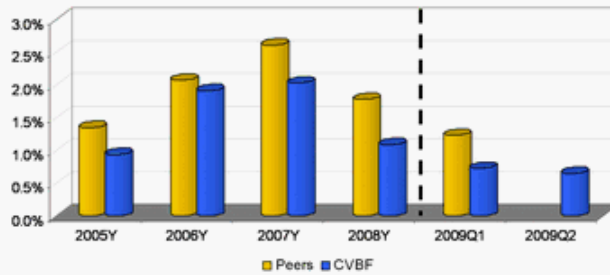
- The average cost of deposits stands at .67%. This low cost of deposits has helped the Bank expand its net interest margin to 3.76%, up from 3.70% and 3.40% for the periods ended 3/31/ 2009 and 12/31/2008, respectively
- Strong relationship based deposit franchise, 74% of deposits are considered "core"
- Savings and demand deposits are showing a positive trend line, up 17% and 6% respectively, from year end 2008 to June 30<sup>th</sup>, 2009
- Customer Repurchase Agreements or "Citizens Sweep Manager" totaled \$426.1 Million as of 6/30/09. Average cost 1.11%

Source: Q2 2009 earnings release & company filings; core deposits defined as total deposits less jumbo CD's, total deposits does not include customer repos

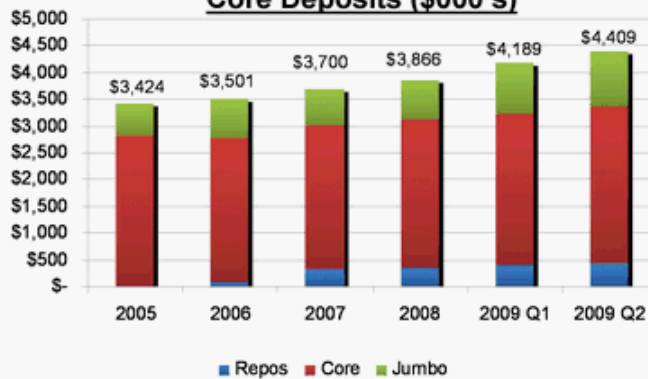
# DEPOSIT COMPOSITION



**Cost of Deposits (%)**



**Core Deposits (\$000's)**



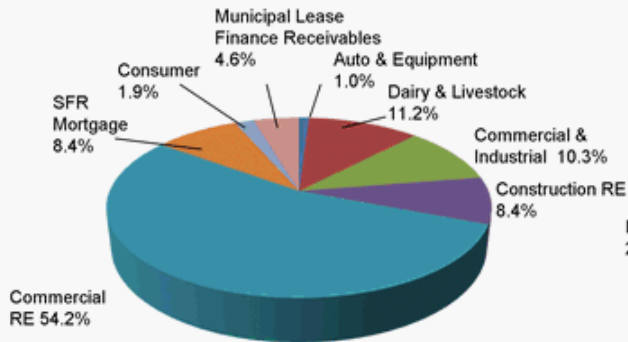
- CVB has historically enjoyed significantly lower deposit costs than its peers
- Core deposits have been steady throughout this difficult credit cycle, showing customers' confidence in CVB and its ability to thrive in the future

Source: Q2 2009 earnings release & other company filings, SNL Financial—peers represent select CA, OR & WA banks with assets \$2 - \$9.5 billion

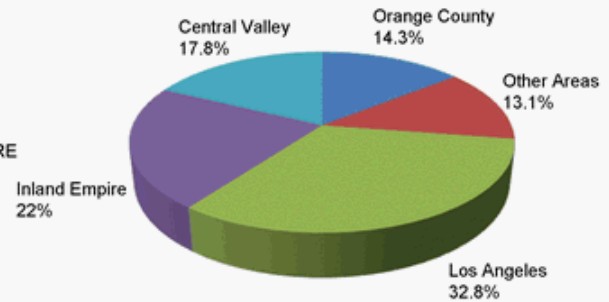


# LOAN PORTFOLIO COMPOSITION

Total Loans by Type



Total Loans by Region

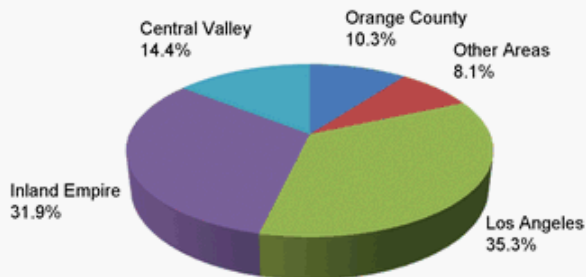


- Geographic diversification, a focus on relationship banking, and a strong credit culture have allowed CVB to mitigate loan losses through this economic downturn
- CVB has a strong CRE banking team, lending to projects involving apartment buildings, commercial office space and industrial centers
- Profitable niche in dairy finance lending, currently 11% of total loans
- 100% of SFR portfolio is owner occupied

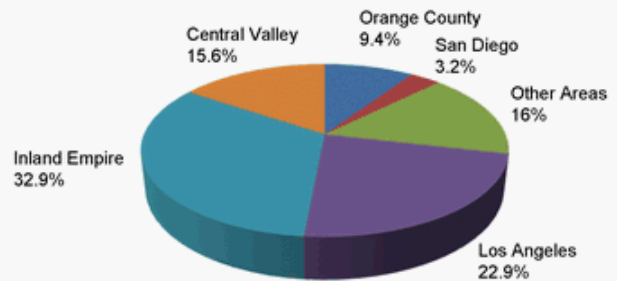


# CRE & CONSTRUCTION LENDING

CRE Portfolio by Region



Construction Portfolio by Region

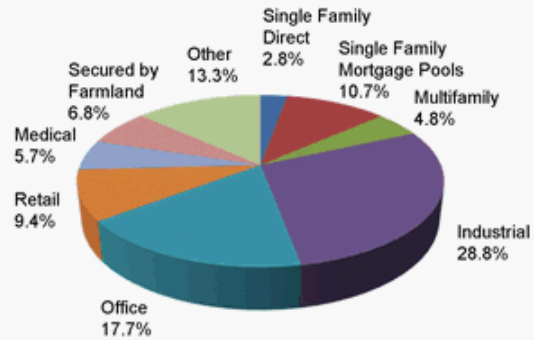


- As of 6/30/2009 CRE loans totaled \$1.96 billion, while construction stood at \$303.6 million, or 8.4% of total loans. Construction loans totaled \$351.5 million at 12/31/08
- Of the CRE loans on the balance sheet, 37.8% are owner-occupied
- \$84 million of the construction portfolio is related to residential construction, while the remaining \$220 million is allocated to commercial construction
- CVB's land development exposure is limited, which has helped the Bank avoid losses in that struggling asset class. Approximately 25% of the construction portfolio is related to commercial / residential land development



# REAL ESTATE LOAN EXPOSURE

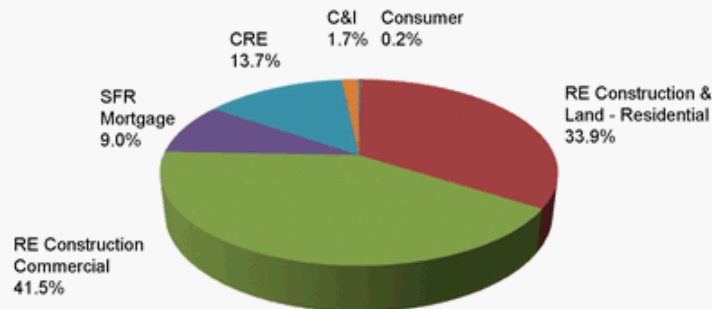
Real Estate Loans By Type	% Owner-Occupied
Single Family-Direct	100.0%
Single Family-Mortgage Pools	100.0%
Multifamily	0.0%
Industrial	36.8%
Office	23.9%
Retail	14.0%
Medical	43.9%
Farmland	100.0%
Other	54.8%



- As of 6/30/2009 real estate loans totaled \$2.3 billion, with the largest allocation going to industrial real estate at \$653 million, or 28.8% of RE loans
- The weighted average owner occupied level for the RE portfolio is approximately 46%
- CVB's single family portfolio is 100% owner occupied
- Single family mortgage pools were purchased to diversify the Bank's portfolio as it makes few single family loans, target metrics - FICO's in the 700-800 range with LTV's in the 60% -80% range. No sub-prime lending



# NON PERFORMING LOANS



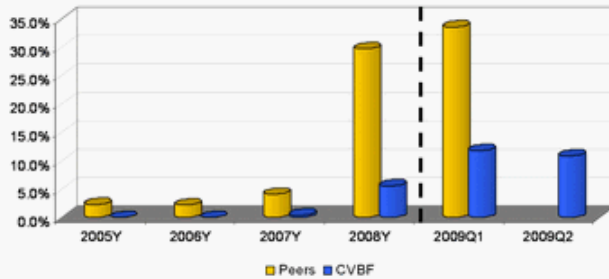
- As of 6/30/2009 non performing assets totaled \$55.3 million, of which \$51.3 million and \$4.0 million were from non performing loans and OREO, respectively
- On a peer comparison basis, CVB's credit metrics are superior
  - NPA's / Loans & OREO: 1.5% vs. 3.6% for peers
  - LLR / NPL's: 145.8% vs. 62.7% for peers
  - NCO's / Avg. Loans: 1.2% vs. 1.8% for peers
- CVB's proactive approach to recognizing problem credits early allows it to build a strategy and work-out plan for delinquent borrowers, allowing for maximum recoveries

Source: Q2 2009 earnings release and other company filings. Peers represent select CA, OR & WA banks with assets \$2 - \$9.5 billion, peer data as of 3/31/09

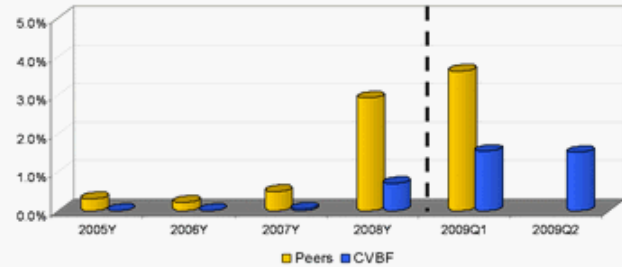


# SUPERIOR CREDIT QUALITY

Texas Ratio



NPA's / Loans & OREO



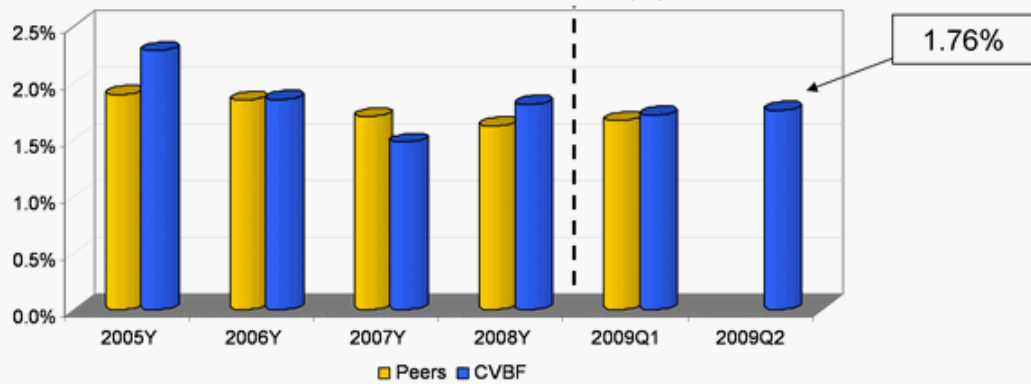
- CVB's strong loan underwriting culture has limited its exposure to problem credits
- Continued profitability has allowed CVB to build its capital base and reserves for loan losses. Reserves to loans currently stands at 2.07%, up from 1.44% and 1.06% for the periods ended 12/31/2008 and 6/30/2008





# EARNINGS POWER

Pre-Tax Pre-Provision ROA (%)

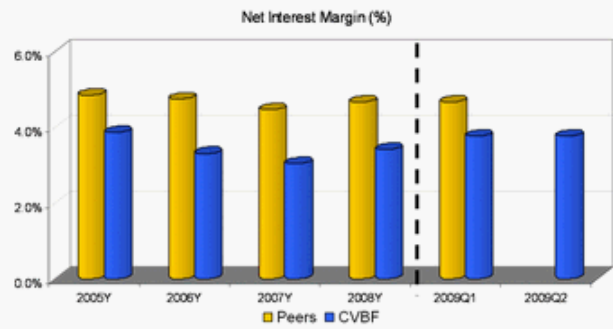
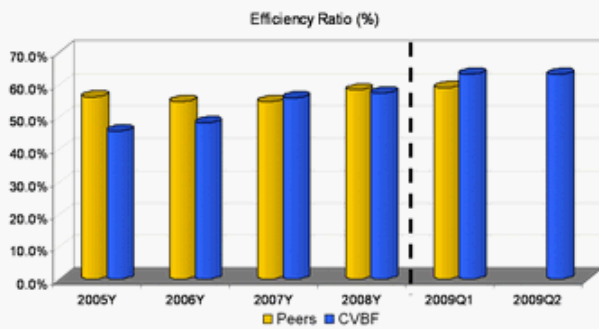
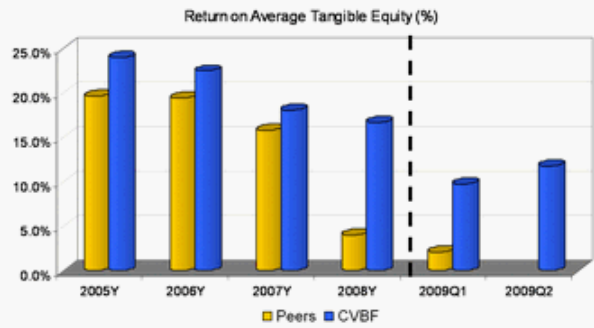
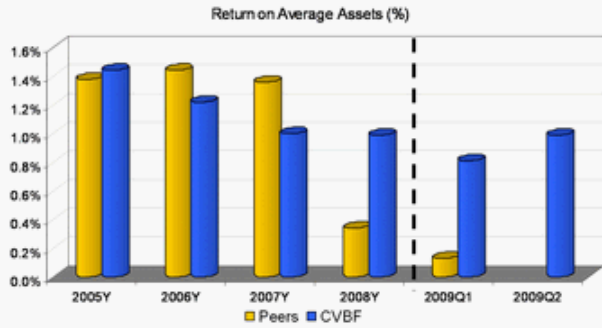


- On a “PTPP” earnings basis, CVB continues to outperform its competitors
- The Bank’s focus on controlling expenses is ongoing, the Bank had an efficiency ratio of 61.3% for the quarter ended 6/30/2009
- CVB has never reported an annual loss in over thirty years
- The Bank continues to pay a dividend of 8.5 cents per quarter, yielding 5.5%

Note: Peers = Nationwide public banks with assets between \$3-\$10 billion, peer data as of 3/31/09  
Source: Q2 2009 earnings release & company filings



# PEER PROFITABILITY METRICS



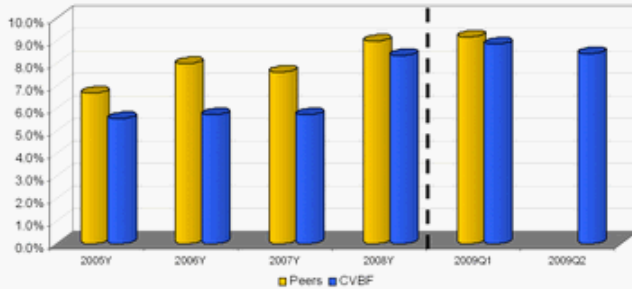
Source: Q2 2009 earnings release & company reports, SNL Financial—peers represent select CA, OR & WA banks with assets \$2 - \$9.5 billion, peer data as of 3/31/09



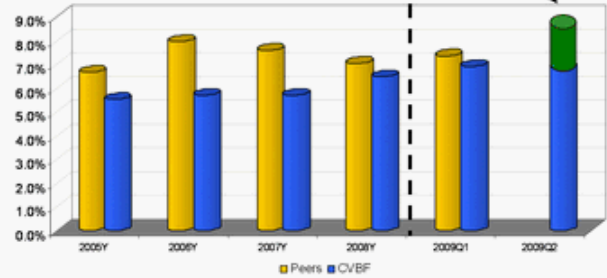
# PEER CAPITAL METRICS

Pro Forma  
capital raise

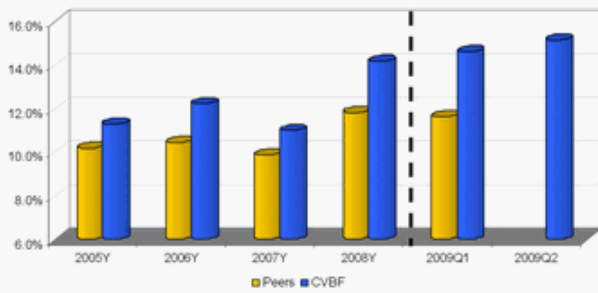
Tangible Equity / Tangible Assets (%)



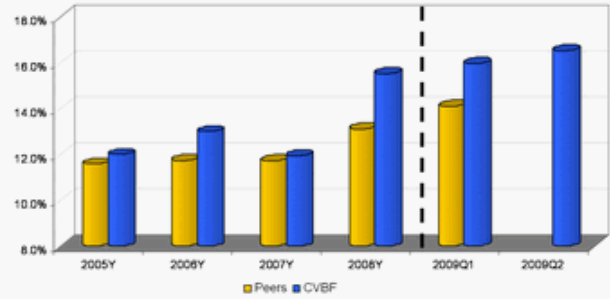
Tangible Common Equity / Tangible Assets (%)



Tier 1 Capital Ratio (%)



Total Risk-Based Capital Ratio (%)

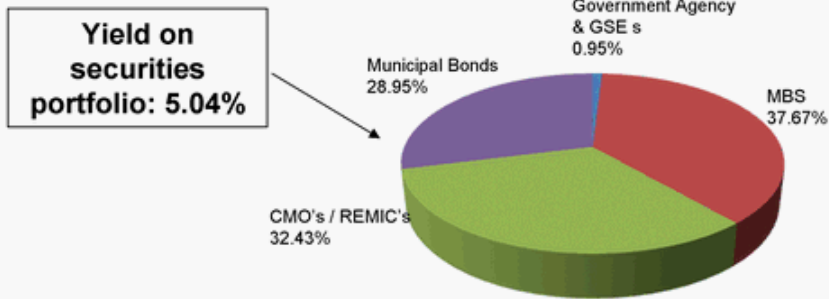


Source: Q2 2009 earnings release & company reports, SNL Financial—peers represent select CA, OR & WA banks with assets \$2 - \$9.5 billion, peer data as of 3/31/09  
 PF TCE/TA ratio reflects net proceeds of a \$115 million common equity raise with a 15% over-allotment option, as well as the redemption of TARP preferred stock

# SECURITIES PORTFOLIO



## Securities Available For Sale



- Securities portfolio totaled \$2.3 billion at the end of the second quarter, 2009. During the first six months of 2009, the Bank sold certain short maturity securities and recognized a gain on sale of \$21.5 million. The portfolio represents 38.5% of the Bank's total earning assets
- Virtually all of the Bank's mortgage-backed securities were issued by Freddie Mac or Fannie Mae which have the guarantee of the U.S. government. Ninety-six percent of the Bank's municipal portfolio contains securities which have an underlying rating of investment grade. California municipals represent approximately only 6.30% of the municipal bond portfolio

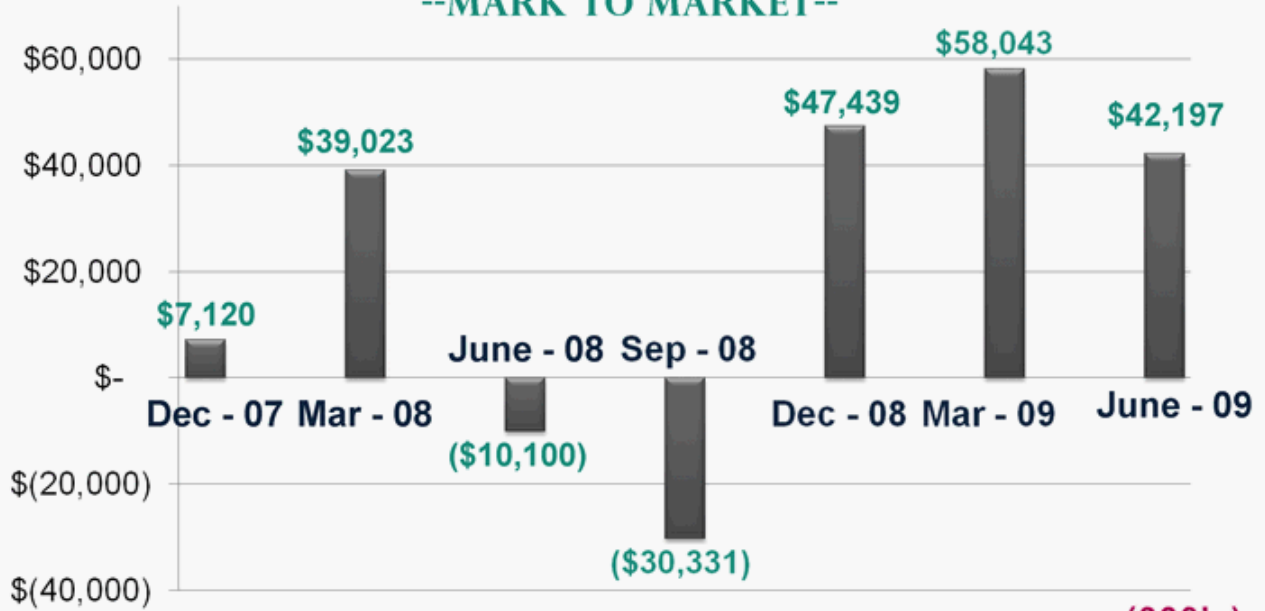
Source: Q2 2009 earnings release. As of 6/30/2009 securities held-to-maturity were valued at approximately \$6.3 million  
Yield on securities represents the fully taxable equivalent



## INVESTMENT PORTFOLIO:

**\$2.3 BILLION**

--MARK TO MARKET--



(000's)  
As of 6/30/09



## WHY INVEST IN CVB FINANCIAL?

- Organic
  - 5 New Commercial Banking Teams
  - One Specialty Banking Team
  - Total New Deposits of \$350 Million in last 12 Months
- Acquisitions
  - Government Assisted
  - “Good Banks”
  - Trust/Wealth Management



## WHY INVEST IN CVB FINANCIAL?

- Strong capital base coupled with an intense focus on credit quality
- Quality core deposit franchise
- Well-positioned to expand business
  - Relationships
  - Senior talent
  - Acquisitions
  - Diminished local competition
- Board and management aligned with shareholders' interests
- Attractive long term growth markets
- Consistent historical dividend payments (current yield 5.5%)

