

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): June 8, 2001

CVB FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

95-3629339
(I.R.S. employer
identification number)

Commission file number: 1- 10394

701 North Haven Avenue
Ontario, California 91764
(Address of principal executive offices and zip code)

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

Not Applicable
(Former name or former address, if changed since last report)

Item 1. Changes in Control of Registrant

Not Applicable

Item 2. Acquisition or Disposition of Assets

Not Applicable

Item 3. Bankruptcy or Receivership

Not Applicable

Item 4. Changes in Registrant's Certifying Accountant

Not Applicable

Item 5. Other Events and Regulation FD Disclosure

CVB Financial Corp. has announced that effective as of the market close on Monday, June 11, 2001, its shares of common stock will cease trading on the American Stock Exchange, and commence trading, effective as of the market open, Tuesday, June 12, 2001, on the Nasdaq National Market System. A press release announcing this event is attached hereto as Exhibit 99.1.

Item 6. Resignations of Registrant's Directors

Not Applicable

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Statements

Not Applicable

(b) Pro Forma Financial Information

Not Applicable

(c) Exhibits

99.1 Press Release

Item 8. Change in Fiscal Year

Not Applicable

Item 9. Regulation FD Disclosure

Not Applicable

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: June 11, 2001

By: /s/ D. Linn Wiley

D. Linn Wiley,
Chief Executive Officer

EXHIBIT INDEX

99.1

Press Release Dated June 8, 2001.

CVB Financial Corp. To Move to NASDAQ

Ontario, California-CVB Financial Corp. (AMEX:CVB; www.cbbank.com) today announced the approval of its application for listing on the Nasdaq National Market System. The common stock of CVB Financial Corp. will trade on the NASDAQ National Market under the symbol "CVBF." CVB Financial is currently trading on AMEX under the ticker symbol of CVB which will delist from AMEX at the close of business on June 11, 2001. It will commence trading on the NASDAQ National Market System on June 12, 2001, under the symbol "CVBF."

The NASDAQ application was filed by the Company in response to the growth in the Company's stockholder base. The Company believes that the NASDAQ listing will afford the Company broader coverage on the open market and among various market makers and stock analysts.

CVB Financial Corp. is the holding company for Citizens Business Bank with total assets at March 31, 2001 of \$2.3 billion and trust assets of \$1.1 billion. The Bank operates a 30-branch network serving 23 cities throughout Los Angeles, Riverside, San Bernardino and Orange Counties. Citizens Business Bank is the largest bank headquartered in the Inland Empire area of California.

As of May 31, 2001 the Company had 27,800,219 outstanding shares held by approximately 4,150 stockholders. As of December 31, 2000, CVB Financial Corp. reported record earnings of \$34.7 million. This was up \$8.7 million, or 33.6%, over net earnings of \$26.0 million reported for 1999. These earnings results produced a return on beginning equity of 24.6%, a return on average equity of 22.0% and a return on average assets of 1.7%.

At the quarter ending March 31, 2001, total assets were \$2.27 billion. This represents an increase of \$255.5 million, or 12.67%, over the \$2.02 billion in total assets reported on March 31, 2000. Total deposits rose to \$1.62 billion. This is up \$160.3 million, or 10.97%, from \$1.46 billion as of March 31, 2000. Gross loans and leases grew to \$1.04 billion as of March 31, 2001. This is an increase of \$90.9 million, or 9.61%, from the \$945.5 million in gross loans and leases on March 31, 2000.

Earnings for the first quarter of 2001 were \$8.81 million. This represented an increase of \$953,000, or 12.13%, when compared with earnings of \$7.86 million for the first quarter of 2000. This produced a return on beginning equity of 18.94%, a return on average equity of 18.37% and a return on average assets of 1.58%. CVB Financial Corp. paid a \$0.14 dividend in April 2001 representing an increase of \$0.02, or 17%, over the previous quarter dividend of \$0.12.

Information regarding CVB Financial Corp. (CVBF) common stock can be obtained through
Frank Doyle, Keefe, Bruyette Wood, 212-323-8450
Lisa Gallo and Dave Bonaccorso, Hoefler Arnett, Inc., 415-362-7111
Greg Madding, Dain Rauscher, Inc., 415-633-8576

For more information about Citizens Business Bank visit our website at www.cbbank.com.

This press release contains statements which constitute forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Actual results may differ materially from the results discussed in these forward-looking statements. Such factors which may affect these forward looking statements include a decision by NASDAQ or the Company to delay the listing of its common stock on the NASDAQ National Market. In addition, the Company details certain other factors which may affect results in its periodic reports, including its Annual Report or Form 10-k for the fiscal year ended December 31, 2000, and the risk factors set forth therein.