

**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): **April 20, 2006**

**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 1.01 Entry Into a Material Definitive Agreement**

On April 19, 2006, the Compensation Committee of the Board of Directors of CVB Financial Corp. (the "Company") approved the CVB Financial Corp. Discretionary Performance Compensation Plan for 2006. The Performance Plan provides for bonus compensation based on achievement of certain performance goals. Each of the Company's executive officers is eligible to receive a bonus based on achievement of the performance criteria. The Performance Plan will be administered in conjunction with the Company's Executive Incentive Plan approved by the Company's shareholders in 2004.

For CVB's President and Chief Executive Officer and each of our executive officers, performance compensation will be based on the following individual categories (as reflected in the performance of CVB Financial Corp.): Return on Average Equity, Earnings Growth, Demand Deposits, Total Deposits, Business Loans, Total Loans, Fee Income.

Assuming the requisite minimum return on equity is met, the total performance compensation which may be earned by Mr. D. Linn Wiley, President and Chief Executive Officer, is between 75% and 150% of his base salary. The total performance compensation which may be earned by each of Messrs. Edward J. Biebrich, Jr., Executive Vice President and Chief Financial Officer, Jay Coleman, Executive Vice President, Sales and Service, and Edward J. Mylett, Jr., Executive Vice President, Credit Management Division, is between 25% and 75% of their respective base salaries.

In addition, we have established performance compensation categories for Mr. R. Scott Racusin, Executive Vice President, Financial Advisory Services Group. These categories are: Return on Average Equity, Trust Services Earnings, Investment Services Earnings, Managed Accounts and Managed Assets. The total performance compensation which may be earned by Mr. Racusin is between 25% and 75% of his base salary.

A copy of the Performance Plan is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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**Item 2.02 Results of Operations and Financial Condition**

On April 20, 2006, CVB Financial Corp. issued a press release setting forth its earnings for the first quarter ending March 31, 2006. A copy of this press release is attached hereto as Exhibit 99.1 and is being furnished pursuant to this Item 2.02. This press release includes certain non-GAAP financial measures. A reconciliation of these measures to the most comparable GAAP measures is included as part of Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

**(a) Financial Statements**

Not Applicable

**(b) Pro Forma Financial Information**

Not Applicable

**(c) Shell Company Transactions**

Not Applicable

**(d) Exhibits**

10.1 Discretionary Performance Compensation Plan 2006

99.1 Press Release dated April 20, 2006

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**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: April 20, 2006

By: /s/ Edward J. Biebrich, Jr.

Edward J. Biebrich, Jr.,  
Executive Vice President and  
Chief Financial Officer

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**Exhibit Index**

10.1 Discretionary Performance Compensation Plan 2006

99.1 Press Release, dated April 20, 2006

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**CVB FINANCIAL CORPORATION  
DISCRETIONARY PERFORMANCE COMPENSATION PLAN  
2006**

The CVB Financial Corporation Performance Compensation Plan is an objective driven plan based on quantitative measures of performance. It is intended to recognize successful performance by the participants in the plan. Awards are most strongly influenced by return on average equity, since it is our primary criterion for results. This will be complemented by specific objectives in other areas of performance, which are most directly influenced by the individual plan participants. This performance compensation plan is discretionary. The Board of Directors reserves the right to adjust or modify the plan as they consider appropriate.

Participants in the Performance Compensation Plan for 2006 include the following:

- Leadership Committee
- Business Financial Center Managers
- Banking Officers
- Service Managers and Assistant Service Managers
- Specialized Officers
- Golden West Financial Corporation
- Administrative Officers (employed as of December 31, 2005)
- Non-Officers (employed as of December 31, 2005)

Performance awards are governed primarily by return on average equity. Awards will only be granted when CVB Financial Corporation (“the Company”) reaches a minimum return on average equity of 15%. Minimum, target and maximum performance compensation awards will be based on the level of success achieved during the year.

The performance compensation awards will be presented by February 28, 2007. An associate must be actively employed by the Company when the award checks are issued in order to receive the award. All awards will be approved by the Board of Directors, and the Board of Directors retains the right to adjust or revoke the plan at any time during the year.

The Board of Directors reserves the right to 1) grant bonuses where bonuses have not been earned under the guidelines of this plan and/or 2) adjust bonus allocations either upward or downward based on their judgment of an individual’s overall contribution to the Company for the year.

**LEADERSHIP COMMITTEE PERFORMANCE COMPENSATION PLAN**

Leadership Committee performance compensation will be based on the return on average equity for the Company and on their individual performance categories. The related weights or values assigned to return on equity and the individual performance categories will depend on the position and responsibilities of the executive as set forth in **Annex A** located on page three.

For our President and Chief Executive Officer and each of our executive officers (other than the executive in charge of our trust department), performance compensation will be based on the following individual categories:

- Return on Average Equity
- Earnings Growth
- Demand Deposits
- Total Deposits
- Business Loans
- Total Loans
- Fee Income

The members of this group are currently: Messrs. Wiley, Biebrich, Coleman, Mylett and Racusin. The total performance compensation which may be earned by Mr. Wiley is between 75% and 150% of his base salary. The total performance compensation which may be earned by each of Messrs. Biebrich, Coleman and Mylett is between 25% and 75% of their respective base salaries.

For the executive in charge of our Financial Advisory Services Group, Mr. Racusin, performance compensation will be based on the following individual categories:

- Return on Average Equity
- Trust Revenue (000)
- Investment Services Revenue
- Managed Accounts
- Managed Assets

The total performance compensation which may be earned by Mr. Racusin is between 25% and 75% of his base salary.

Additional information for our non-executive officers as well as information regarding target levels with respect to specific quantitative or qualitative performance related factors, and other factors or criteria involving confidential commercial or business information, is set forth on Annex A.

**Press Release**  
**For Immediate Release**

**Contact: D. Linn Wiley**  
**President and CEO**  
**(909) 980-4030**

## **CVB Financial Corp. Reports First Quarter Earnings**

**Ontario, CA, April 20, 2006**-CVB Financial Corp. (NASDAQ:CVBF) and its subsidiary, Citizens Business Bank (“the Company”), announced record results for the first quarter of 2006. This included record deposits, record loans, record assets and record earnings. It was the strongest first quarter in the history of the Company.

### **Net Income**

CVB Financial Corp. reported net income of \$18.2 million for the first quarter ending March 31, 2006. This represents an increase of \$539,000, or 3.05%, when compared with the \$17.7 million in net earnings reported for the first quarter of 2005. Diluted earnings per share were \$0.24 for the first quarter of 2006. This was up \$0.01, or 4.35%, when compared with earnings per share of \$0.23 for the first quarter of 2005.

Net income for the first quarter of 2006 produced a return on beginning equity of 21.57%, a return on average equity of 20.82% and a return on average assets of 1.35%. The efficiency ratio for the first quarter was 45.75%, and operating expenses as a percentage of average assets were 1.74%.

As previously reported, the Company recorded income of \$2.6 million from the settlement of a robbery loss in the first quarter of 2005. This added \$1.7 million to net income after taxes for the period. Without this item, the net income for the first quarter of 2005 would have been \$16.0 million. The first quarter 2006 net earnings of \$18.2 million represents an increase of \$2.2 million, or 13.89%, when compared to the \$16.0 million for the same period in 2005.

### **Net Interest Income and Net Interest Margin**

Net interest income totaled \$43.6 million for the first quarter of 2006. This represented an increase of \$3.0 million, or 7.26%, over net interest income of \$40.6 million for the first quarter of 2005. This increase resulted from a \$16.4 million increase in interest income, partially offset by a \$13.2 million increase in interest expense and a \$250,000 increase in the provision for credit losses. The increases in interest income were primarily due to the growth in average earning assets and an increase in interest rates. The increases in interest expense were due to the increases in deposits and borrowed funds and the increase in interest rates on these funding instruments.

Net interest margin (tax equivalent) declined from 3.96% for the first quarter of 2005 to 3.62% for the first quarter of 2006. Total average earning asset yields have increased from 5.37% for the first quarter of 2005 to 5.86%, or 49 basis points, for the first quarter of 2006. The cost of funds has increased from 2.11% for the first quarter of 2005 to 3.10%, or 99 basis points, for the first quarter of 2006. The higher increase in cost of funds is due to the short-term liability sensitivity of the Company. This decline in net interest margin has been mitigated by the strong growth in the balance sheet, which has allowed the Company’s net interest income to increase as mentioned above. The Company has approximately \$1.36 billion, or 39.18%, of its deposits in interest free demand deposits.

The credit quality of the loan portfolio continues to be strong. The allowance for credit losses decreased slightly from \$23.9 million at the end of the first quarter 2005 to \$23.6 million at the end of the first quarter 2006. During the first quarter of 2006, the Company experienced net recoveries of \$130,000, and we made a provision for credit losses of \$250,000. During the first quarter of 2005, we had net recoveries of \$682,000, and we added \$756,000 to the allowance from the acquisition of Granite State Bank. The allowance for credit losses is 0.87% of the total loans outstanding. Although the allowance for credit losses is justified by the strong credit quality of the loan portfolio, it is relatively low when compared with peer banks. We believe that making appropriate levels of provisions to compensate for the growth of the loan portfolio is justified.

### **Balance Sheet**

The Company reported total assets of \$5.53 billion at March 31, 2006. This represented an increase of \$695.9 million, or 14.40%, over total assets of \$4.83 billion on March 31, 2005. Earning assets totaling \$5.17 billion were up \$670.3 million, or 14.88%, when compared with earning assets of \$4.50 billion as of March 31, 2005. Deposits of \$3.48 billion grew \$458.9 million, or 15.21%, from \$3.02 billion for the same period of the prior year. Gross loans and leases of \$2.72 billion on March 31, 2006 rose \$533.1 million, or 24.41%, from \$2.18 billion on March 31, 2005.

Total assets of \$5.53 billion as of March 31, 2006 reflect an increase of \$104.9 million, or 1.94%, over total assets of \$5.42 billion on December 31, 2005. Earning assets of \$5.17 billion were up \$91.5 million, or 1.80%, over the total earning assets of \$5.08 billion on December 31, 2005. Deposits of \$3.48 billion on March 31, 2006 grew \$52.0 million, or 1.52%, from \$3.42 billion as of December 31, 2005. Gross loans and leases of \$2.71 billion increased \$53.3 million, or 2.00%, from \$2.66 billion on December 31, 2005. Total equity of \$339.6 million on March 31, 2006 was down by \$3.3 million, or 0.97%, from \$342.9 million as of December 31, 2005. This decline was the result of a \$15.2 million increase in the unrealized loss in the investment portfolio.

## **Investment Securities**

Investment securities totaled \$2.41 billion as of March 31, 2006. This represents an increase of \$136.5 million, or 6.01%, when compared with the \$2.27 billion as of March 31, 2005. It represents an increase of \$37.1 million, or 1.57%, when compared with \$2.37 billion in investment securities as of December 31, 2005.

## **Financial Advisory Services**

The Financial Advisory Services Group has over \$2.9 billion in assets under administration. They provide trust, investment and brokerage related services.

## **Loan and Lease Quality**

CVB Financial Corp reported no non-performing assets as of March 31, 2006 and December 31, 2005. The allowance for credit losses was \$23.5 million as of March 31, 2006. This represents 0.87% of gross loans and leases. It compares with an allowance for credit losses of \$23.2 million, or 0.87% of gross loans and leases on December 31, 2005. The increase was primarily due to a provision for credit losses of \$250,000 recorded in first quarter of 2006 and recoveries of \$150,000 during the first quarter of 2006, offset by loan losses of \$20,000.

## **Other Items in 2006**

### **Corporate Overview**

CVB Financial Corp. is the holding company for Citizens Business Bank. The Bank is the largest financial institution headquartered in the Inland Empire region of Southern California. It serves 33 cities with 40 business financial centers in the Inland Empire, Los Angeles County, Orange County and the Central Valley areas of California. Its leasing division, Golden West Financial Services, provides vehicle leasing, equipment leasing and real estate loan services.

For the third consecutive year, CVB Financial Corp. received the KBW Honor Roll award at the Annual Community Bank Investor Conference hosted by Keefe, Bruyette & Woods, Inc. in New York on July 25, 26, and 27, 2005. The Company was also recognized as a Small-Star by Sandler O'Neill and named on the FPK Honor Roll by Fox-Pitt, Kelton.

Shares of CVB Financial Corp. common stock are listed on the NASDAQ under the ticker symbol of CVBF. For investor information on CVB Financial Corp., visit our Citizens Business Bank website at [www.cbbank.com](http://www.cbbank.com) and click on the CVB Investor tab.

### **Safe Harbor**

*This document contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from the projected. In addition, these forward-looking statements relate to the Company's current expectations regarding future operating results. Such issues and uncertainties include impact of changes in interest rates, a decline in economic conditions and increased competition among financial services providers. For a discussion of other factors that could cause actual results to differ, please see the publicly available Securities and Exchange Commission filings of CVB Financial Corp., including its Annual Report on Form 10-K for the year ended December 31, 2005, and particularly the discussion on risk factors within that document. The Company does not undertake any, and specifically, disclaims any obligation to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.*

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**CVB FINANCIAL CORP.**  
**CONSOLIDATED BALANCE SHEET**  
**(unaudited)**  
**dollars in thousands**

	March 31,		December 31,
	2006	2005	2005
<b>Assets:</b>			
Investment Securities available-for-sale	\$ 2,406,986	\$ 2,270,450	\$ 2,369,892
Interest-bearing balances due from depository institutions	1,784	15,737	1,883
Investment in stock of Federal Home Loan Bank (FHLB)	72,362	58,092	70,770
Loans and lease finance receivables	2,717,127	2,184,021	2,663,863
Less allowance for credit losses	(23,584)	(23,932)	(23,204)
<b>Net loans and lease finance receivables</b>	<b>2,693,543</b>	<b>2,160,089</b>	<b>2,640,659</b>
<b>Total earning assets</b>	<b>5,174,675</b>	<b>4,504,368</b>	<b>5,083,204</b>
Cash and due from banks	131,453	127,113	130,141
Premises and equipment, net	41,258	35,755	40,020
Intangibles	11,886	14,817	12,474
Goodwill	31,531	28,755	32,357
Cash value of life insurance	72,633	70,512	71,811
Other assets	64,478	50,673	52,964
<b>TOTAL</b>	<b>\$ 5,527,914</b>	<b>\$ 4,831,993</b>	<b>\$ 5,422,971</b>
<b>Liabilities and Stockholders' Equity</b>			
<b>Liabilities:</b>			
<b>Deposits:</b>			
Demand Deposits (noninterest-bearing)	\$ 1,362,022	\$ 1,388,942	1,490,613
Investment Checking	298,278	274,312	298,067
Savings/MMDA	924,402	843,553	852,189
Time Deposits	891,379	510,387	783,177
<b>Total Deposits</b>	<b>3,476,081</b>	<b>3,017,194</b>	<b>3,424,046</b>
Demand Note to U.S. Treasury	936	2,136	6,433
Borrowings	1,550,000	1,361,000	1,496,000
Junior Subordinated Debentures	108,250	82,476	82,476
Other liabilities	53,082	44,956	71,139
<b>Total Liabilities</b>	<b>5,188,349</b>	<b>4,507,762</b>	<b>5,080,094</b>
<b>Stockholders' equity:</b>			
Stockholders' equity	368,152	334,378	356,263
Accumulated other comprehensive income (loss), net of tax	(28,587)	(10,147)	(13,386)
	<b>339,565</b>	<b>324,231</b>	<b>342,877</b>
<b>TOTAL</b>	<b>\$ 5,527,914</b>	<b>\$ 4,831,993</b>	<b>\$ 5,422,971</b>

**CVB FINANCIAL CORP.**  
**CONSOLIDATED AVERAGE BALANCE SHEET**  
**(unaudited)**  
**dollars in thousands**

	<b>Three months ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Assets:		
Investment securities available-for-sale	\$ 2,390,040	\$ 2,126,851
Interest-bearing balances due from depository institutions	4,667	5,614
Investment in stock of Federal Home Loan Bank (FHLB)	71,299	55,245
Loans and lease finance receivables	2,652,493	2,099,312
Less allowance for credit losses	(23,299)	(23,154)
Net loans and lease finance receivables	2,629,194	2,076,158
Total earning assets	5,095,200	4,263,868
Cash and due from banks	130,321	118,011
Premises and equipment, net	40,657	34,392
Intangibles	12,116	5,961
Goodwill	31,816	19,580
Cash value of life insurance	72,037	69,014
Other assets	84,965	38,878
<b>TOTAL</b>	<b>\$ 5,467,112</b>	<b>\$ 4,549,704</b>
Liabilities and Stockholders' Equity		
Liabilities:		
Deposits:		
Noninterest-bearing	\$ 1,386,972	\$ 1,336,937
Interest-bearing	2,060,971	1,591,087
Total Deposits	3,447,943	2,928,024
Other borrowings	1,510,960	1,197,290
Junior Subordinated Debentures	99,659	82,476
Other liabilities	53,179	13,495
Total Liabilities	5,111,741	4,221,285
Stockholders' equity:		
Stockholders' equity	368,926	319,739
Accumulated other comprehensive income (loss), net of tax	(13,555)	8,680
	355,371	328,419
<b>TOTAL</b>	<b>\$ 5,467,112</b>	<b>\$ 4,549,704</b>

**CVB FINANCIAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS**  
**(unaudited)**

dollar amounts in thousands, except per share

	<b>For the Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Interest Income:		
Loans, including fees	\$ 44,292	\$ 32,380
Investment securities:		
Taxable	20,737	18,703
Tax-advantaged	6,245	4,087
Total investment income	26,982	22,790
Dividends from FHLB Stock	800	475
Federal funds sold	32	4
Interest-bearing CDs with other institutions	26	34
Total interest income	72,132	55,683
Interest Expense:		
Deposits	13,201	5,061
Borrowings and junior subordinated debentures	15,106	9,998
Total interest expense	28,307	15,059
Net interest income before provision for credit losses	43,825	40,624
Provision for credit losses	250	--
Net interest income after provision for credit losses	43,575	40,624
Other Operating Income:		
Service charges on deposit accounts	3,291	3,042
Financial Advisory Services	1,845	1,678
Other	2,593	2,359
Total other operating income	7,729	7,079
Other operating expenses:		
Salaries and employee benefits	12,720	12,833
Occupancy	2,029	1,998
Equipment	1,745	1,744
Professional services	1,273	1,025
Amortization of intangible assets	588	296
Other	5,115	2,488
Total other operating expenses	23,470	20,384
Earnings before income taxes	27,834	27,319
Income taxes	9,594	9,618
Net earnings	\$ 18,240	\$ 17,701
Basic earnings per common share	\$ 0.24	\$ 0.23
Diluted earnings per common share	\$ 0.24	\$ 0.23
Cash dividends per common share	\$ 0.09	\$ 0.11

All per share information has been retroactively adjusted to reflect the 5 for 4 stock split declared on December 21, 2005.





**CVB FINANCIAL CORP. AND SUBSIDIARIES**  
**SELECTED FINANCIAL HIGHLIGHTS**  
(in thousands, except per share data)  
(unaudited)

**Quarterly Common Stock Price**

	2006		2005		2004	
	High	Low	High	Low	High	Low
<b>Quarter End</b>						
March 31,	\$ 17.16	\$ 16.18	\$ 17.04	\$ 14.08	\$ 13.63	\$ 12.10
June 30,			\$ 16.10	\$ 13.60	\$ 14.05	\$ 12.58
September 30,			\$ 17.52	\$ 14.43	\$ 14.96	\$ 12.93
December 31,			\$ 16.72	\$ 13.90	\$ 17.87	\$ 14.24

**Quarterly Consolidated Statements of Income**

	1Q 2006	4Q 2005	3Q 2005	2Q 2005	1Q 2005
Interest income					
Loans, including fees	\$44,292	\$42,432	\$38,341	\$35,268	\$32,380
Investment securities and federal funds sold	27,840	26,039	24,732	24,454	23,303
	72,132	68,471	63,509	60,073	55,996
Interest expense					
Deposits	13,201	10,060	7,539	6,247	5,061
Other borrowings	15,106	13,991	12,950	11,589	9,998
	28,307	24,051	20,489	17,836	15,059
Net interest income before provision for credit losses	43,825	44,420	43,020	42,237	40,937
Provision for credit losses	250	--	--	--	--
Net interest income after provision for credit losses	43,575	44,420	43,020	42,237	40,937
Non-interest income	7,729	5,273	7,861	7,293	7,079
Non-interest expenses	23,470	23,926	22,679	23,064	20,384
Earnings before income taxes	27,834	25,767	27,766	26,115	27,319
Income taxes	9,594	8,593	9,499	8,637	9,618
Net earnings	\$18,240	\$17,174	\$18,267	17,478	\$17,701
Basic earnings per common share	\$ 0.24	\$ 0.22	\$ 0.24	\$ 0.23	\$ 0.23
Diluted earnings per common share	\$ 0.24	\$ 0.22	\$ 0.23	\$ 0.22	\$ 0.23
Cash dividends per common share	\$ 0.09	\$ 0.09	\$ 0.11	\$ 0.11	\$ 0.11
Dividends Declared	\$ 6,883	\$ 6,877	\$ 6,722	\$ 6,716	\$ 6,775

## Financial Measures That Supplement GAAP

Our discussions sometimes contain financial information not required to be presented by generally accepted accounting principles (GAAP). We do this to better inform readers of our financial statements. The SEC requires us to present a reconciliation of GAAP presentation with non-GAAP presentation.

The following table reconciles the differences in net earnings with and without the settlement of robbery loss in conformity with GAAP.

### Net Earnings Reconciliation (non-GAAP disclosure):

	Three months ended	
	March 31,	
	2006	2005
Net earnings without the settlement of robbery loss	\$ 18,240	\$ 16,016
Settlement of robbery loss, net of tax	---	1,685
Reported net earnings	\$ 18,240	\$ 17,701
	<hr/>	<hr/>
Settlement of robbery loss	\$ 0	2,600
Tax effect	---	(915)
	<hr/>	<hr/>
Net of taxes	\$ 0	1,685
	<hr/>	<hr/>

We have presented net earnings without the settlement of robbery loss to show shareholders the earnings from operations unaffected by the impact of these items. We believe this presentation allows the reader to more easily assess the results of the Company's operations and business.

