

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): December 29, 2004

**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 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)

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))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws, Change in Fiscal Year**

On December 29, 2004, CVB Financial Corp. filed an amendment to its articles of incorporation to effect a five-for-four stock split of its common stock and proportionate increase in its authorized shares of common stock. A copy of the amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

The amendment resulted in an increase in the Company's total authorized capitalization to 117,656,250 shares of stock, of which 97,656,250 shall be common stock. Prior to the amendment the Company was authorized to issue 98,125,000 shares of stock of which 78,125,000 shares were common stock.

**Item 9.01 Financial Statements and Exhibits**

**Exhibit 3.1 Amendment to the Articles of Incorporation**

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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.

Date: December 29, 2004

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

## Exhibit 3.1

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
CVB FINANCIAL CORP.

The undersigned, D. Linn Wiley and Donna Marchesi, do hereby certify:

1. That they are and have been at all times herein mentioned the duly elected and acting President and the Secretary, respectively, of CVB Financial Corp., a California corporation (the "Company").

2. That the Board of Directors of the Company adopted the following resolutions on December 15, 2004:

NOW, THEREFORE, BE IT RESOLVED that the first paragraph of Article Four of the Company's Articles of Incorporation is amended to read as follows:

"Four. This Corporation is authorized to issue two (2) classes of shares of stock: one class of shares to be called "Common Stock"; the second class of shares to be called "Serial Preferred Stock." The total numbers of shares of stock which the Corporation shall have authority to issue is One Hundred Seventeen Million Six Hundred Fifty Six Thousand Two Hundred Fifty (117,656,250), of which Ninety Seven Million Six Hundred Fifty Six Thousand Two Hundred Fifty (97,656,250) shall be Common Stock and Twenty Million (20,000,000) shall be Serial Preferred Stock. Upon the amendment of this Article to read as herein set forth each four (4) outstanding shares of Common Stock are split up and converted into five (5) shares of Common Stock."

3. Approval of the foregoing Amendment of the Articles of Incorporation ("Amendment") by the shareholders is not required pursuant to §902(c) of the California Corporations Code. This Amendment only provides for a stock split and an increase in the authorized shares of Common Stock in proportion thereto. There are no shares of Serial Preferred Stock outstanding.

4. This Amendment shall become effective at 5:00 p.m. California time on December 29, 2004.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 21, 2004.

By: /s/ D. Linn Wiley  
D. Linn Wiley, President

By: /s/ Donna Marchesi  
Donna Marchesi, Secretary