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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): March 26, 2010**

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers**

On March 26, 2010, the Compensation Committee of the Board of Directors of the Company approved the CVB Financial Corp. Discretionary Performance Compensation Plan (the "Performance Plan") for 2010, a summary of which is attached hereto as Exhibit 10.1. Performance compensation for the Company's executive officers under the Performance Plan for 2010 will be based on the return on average equity for the Company and on specific individual performance categories applied to each executive. 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. In order for any executive to receive a performance bonus under the Performance Plan, the Company must achieve a return on equity of at least 12% (twelve percent). The Performance Plan will be administered in conjunction with the Company's Executive Incentive Plan which has previously been filed as Exhibit 10.20 with the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

For the Company's President and Chief Executive Officer, Mr. Christopher Myers, and each of the Company's (and its subsidiaries) executive officers (other than Mr. Chris Walters) (currently, Mr. Edward Biebrich, Mr. James David, Mr. Todd Hollander, and Mr. David Harvey), performance compensation under the Performance Plan will be based on the following individual categories (as reflected in the consolidated performance of CVB Financial Corp.): return on average equity, earnings growth, demand deposits, total deposits, business loans, total loans, fee income and non-interest income. For the Company's Executive Vice President in charge of CitizensTrust, Mr. Chris Walters, performance compensation will be based on the following individual categories: return on average equity, wealth management fees, investment services fees, managed assets and net earnings of CitizensTrust.

Assuming the requisite minimum return on equity is met, the total performance compensation which may be earned under the Performance Plan by Mr. Christopher D. Myers, the Company's President and Chief Executive Officer, is between 75% and 150% of his base salary. The total performance compensation which may be earned by our current executive officers, Messrs. Edward J. Biebrich, Jr., Executive Vice President and Chief Financial Officer, James Dowd, Executive Vice President, Credit Management Division, Todd Hollander, Executive Vice President, Sales Division, David Harvey, Executive Vice President and Chief Operations Officer, and Chris Walters, Executive Vice President, CitizensTrust, under the Performance Plan ranges between 25% and 75% of their respective base salaries. The Compensation Committee retains the right to 1) grant performance bonuses where performance bonuses have not been earned under the guidelines of the Performance Plan and/or 2) adjust bonus allocations either upward or downward based on their judgment of an individual's overall contribution to the Company.

**Item 9.01 Financial Statement and Exhibits**

(d) Exhibits

10.1 2010 Discretionary Performance Compensation Plan Summary

## 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 1, 2010

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

**Exhibit Index**

10.1 2010 Discretionary Performance Compensation Plan Summary

**CVB FINANCIAL CORP.**  
**DISCRETIONARY PERFORMANCE COMPENSATION PLAN SUMMARY**  
**2010**

The CVB Financial Corp. Performance Compensation Plan is an objective driven incentive 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 and the Compensation Committee of the Board ("the Committee") reserves the right to adjust or modify the plan as they consider appropriate.

Performance awards are governed primarily by return on average equity. Minimum, target and maximum performance compensation awards will be based on the level of success achieved during the year as outlined in the Financial Plan for 2010 on Page 2.

The performance compensation awards will be presented by February 28, 2011. 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 Committee, and the Committee retains the right to adjust or revoke the plan at any time during the year. The Committee 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.

**SENIOR LEADERSHIP COMMITTEE PERFORMANCE COMPENSATION PLAN**

Senior 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. Performance levels and the respective awards are outlined in the 2010 Individual Performance Compensation Plan.

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 including Repos  
Business Loans

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Total Loans  
Fee Income  
Non-Interest Income

The members of this group are currently: Messrs. Myers, Biebrich, Dowd, Hollander and Mr. Harvey. The total compensation which may be earned by Mr. Myers is between 75% and 150% of his base salary. The total performance compensation which may be earned by each of Messrs. Biebrich, Dowd, Hollander and Harvey is between 25% and 75%.

For Christopher A. Walters, Executive Vice President — CitizensTrust, performance compensation will be based on the following individual categories:

Return on Average Equity  
Wealth Management Fees  
Investment Services Fees  
Net Earnings of CitizensTrust  
Managed Assets

The total performance compensation which may be earned by Mr. Walters is between 25% and 75%.