

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Myers Christopher D</u>  (Last) (First) (Middle) 701 N. HAVEN AVE., SUITE 350  (Street) ONTARIO CA 91764  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CVB FINANCIAL CORP [ CVBF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 09/12/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$23.75	09/12/2018 <sup>(2)</sup>		A		100,000		09/12/2018 <sup>(3)</sup>	09/12/2028	Common Stock	100,000	\$23.75	100,000	D	
Restricted Stock Units <sup>(4)</sup>	\$0	09/12/2018 <sup>(2)</sup>		A		105,000		09/12/2018 <sup>(5)</sup>	<sup>(6)</sup>	Common Stock	105,000	\$0	105,000	D	
Performance-based Restricted Stock Units <sup>(7)</sup>	\$0	09/12/2018 <sup>(2)</sup>		A		105,000 <sup>(8)</sup>		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	105,000 <sup>(8)</sup>	\$0	105,000 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Employee stock options (right-to-buy) ("Options") granted pursuant to Issuer's 2018 Equity Incentive Plan (the "Plan"), and the related award agreement entered into pursuant thereto, in accordance with the terms of Reporting Person's employment agreement dated September 12, 2018 (the "Employment Agreement").
- Effective date of grant is September 12, 2018.
- Options vest over three years in equal installments on each of the first three anniversaries of the effective date of grant, provided Reporting Person continues in employment with Issuer through each vesting date. Only vested options are exercisable.
- Restricted Stock Units ("RSUs") granted pursuant to the Plan and the related award agreement entered into pursuant thereto, in accordance with the terms of the Employment Agreement.
- RSUs vest over three years on the anniversary of the effective date of grant, provided Reporting Person continues in employment with Issuer through each vesting date, as follows: 15,000 RSUs vest on the first anniversary and 45,000 shares vest on each of the second and third anniversaries.
- Not applicable.
- Performance-based restricted stock units ("PRSUs") granted pursuant to the Plan and the related award agreement entered into pursuant thereto, in accordance with the terms of the Employment Agreement.
- This is a target only. Number of PRSUs is tied to satisfaction of certain performance criteria (other than the price of Issuer's common stock), as defined in the Employment Agreement. Reporting Person may acquire shares of Issuer's common stock to the extent that the performance targets are achieved as of the end of certain performance periods ending June 30, 2019, June 30, 2020 and June 30, 2021. The actual number of shares ultimately deliverable ranges from 0 to 131,250 shares (subject to any subsequent stock split and the like). PRSUs earned, if any, will vest in installments on specific dates over three years subject to certain conditions.

/s/ Christopher D Myers 09/13/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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