

Myers Christopher D
 Form 4
 September 13, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Myers Christopher D

2. Issuer Name and Ticker or Trading Symbol
 CVB FINANCIAL CORP [CVBF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 701 N. HAVEN AVE., SUITE 350

3. Date of Earliest Transaction (Month/Day/Year)
 09/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Street)
 ONTARIO, CA 91764

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title Underlying (Instr. 3) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--------------------------------|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--------------------------------|

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| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|---------------------------|------------|------------------------------------|---------------------------|---------------------------|--------------------|--------------|
| | | | | (Instr. 3, 4, and 5) | | | | |
| | | | Code | V | (A) | (D) | | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 23.75 | 09/12/2018 ⁽²⁾ | A | | 100,000 | 09/12/2018 ⁽³⁾ | 09/12/2028 | Comm Stoc |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 09/12/2018 ⁽²⁾ | A | | 105,000 | 09/12/2018 ⁽⁵⁾ | ⁽⁶⁾ | Comm Stoc |
| Performance-based Restricted Stock Units ⁽⁷⁾ | \$ 0 | 09/12/2018 ⁽²⁾ | A | | 105,000 ⁽⁸⁾ | ⁽⁶⁾ | ⁽⁶⁾ | Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Myers Christopher D 701 N. HAVEN AVE., SUITE 350 ONTARIO, CA 91764 | X | | President & CEO | |

Signatures

/s/ Christopher D
Myers

09/13/2018

 **Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

- Employee stock options (right-to-buy) ("Options") granted pursuant to Issuer's 2018 Equity Incentive Plan (the "Plan"), and the related
- (1) award agreement entered into pursuant thereto, in accordance with the terms of Reporting Person's employment agreement dated September 12, 2018 (the "Employment Agreement").
 - (2) Effective date of grant is September 12, 2018.
 - (3) 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.
 - (4) 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
- (5) 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.
 - (6) Not applicable.
 - (7) 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.

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- 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
- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.