

CVB FINANCIAL CORP

Form 4

January 27, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

701 N. HAVEN AVE., SUITE 350

(Street)

ONTARIO, CA 91764

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CVB FINANCIAL CORP [CVBF]

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

01/26/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 01/26/2017                           |                                                    | S                              |                                                                   | 5,100  | D \$ 23.252 (1)  | 388,594                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/26/2017                           |                                                    | S                              |                                                                   | 19,900 | D \$ 23.132 (1)  | 368,694                                                                                       | D                                                        |                                                       |
| Common Stock                    | 01/26/2017                           |                                                    | M                              |                                                                   | 25,000 | A \$ 8.61        | 393,694                                                                                       | D                                                        |                                                       |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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**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 Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option Right to Buy                  | \$ 8.61                                                | 01/26/2017                           |                                                    | M                              |                                                                                         | 25,000                                                   |     | 09/16/2009                                                    | 09/16/2019      | Common Stock | 25,000                     |

## Reporting Owners

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

## Signatures

/s/ Christopher D  
Myers 01/27/2017

\_\_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).

Represents the weighted average sales price. The Shares were sold at prices ranging from \$23.1 to \$23.27 per share. Full information (1) regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission staff (the "Staff"), Issuer, or a security holder of Issuer, upon request.

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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