

Myers Christopher D
Form 4
September 13, 2018

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

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(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)

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

ONTARIO, CA 91764

(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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
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.

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