

CITY NATIONAL CORP

Form 4

April 15, 2010

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSMITH RUSSELL D

(Last) (First) (Middle)

400 N. ROXBURY DRIVE

(Street)

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CITY NATIONAL CORP [CYN]

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2010

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 and 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	04/14/2010		M		5,000	A	\$ 36.66
Common Stock	04/14/2010		S		608	D	\$ 57.8
Common Stock	04/14/2010		S		192	D	\$ 57.81
Common Stock	04/14/2010		S		84	D	\$ 57.82
Common Stock	04/14/2010		S		200	D	\$ 57.84
							194,720
							194,112
							193,920
							193,836
							193,636

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Common Stock	04/14/2010	S	1,400	D	\$ 57.85	192,236	D	
Common Stock	04/14/2010	S	516	D	\$ 57.86	191,720	D	
Common Stock	04/14/2010	S	98	D	\$ 58.11	191,622	D	
Common Stock	04/14/2010	S	200	D	\$ 58.12	191,422	D	
Common Stock	04/14/2010	S	200	D	\$ 58.13	191,222	D	
Common Stock	04/14/2010	S	2	D	\$ 58.14	191,220	D	
Common Stock	04/14/2010	S	1,000	D	\$ 58.2	190,220	D	
Common Stock	04/14/2010	S	174	D	\$ 58.24	190,046	D	
Common Stock	04/14/2010	S	326	D	\$ 58.25	189,720	D	
Common Stock						304,930	I	By Maple Pine Limited Partnership
Common Stock						2,860,000	I	By the Goldsmith Family Partnership
Common Stock						42,240	I	By the Russell Goldsmith Trust
Common Stock						23,000	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock						2,912	I	As Trustee of the Kathryn Goldsmith 1985 Trust
Common Stock						4,134	I	As Trustee of the Brian Goldsmith

Common Stock	1,222	I	1985 Trust By California Quintet LLC
Common Stock	8	I	As Trustee of the West LA Investment Trust No. 1-R
Common Stock	2,749	I	By CNC Profit Sharing Plan (2)
Common Stock	7,500	I	By MKB Co. Ltd. (3)

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 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)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 36.66	04/14/2010		M	5,000	(1) 03/04/2011	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
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GOLDSMITH RUSSELL D				
400 N. ROXBURY DRIVE	X	X	President and CEO	
BEVERLY HILLS, CA 90210				

Signatures

Russell	04/15/2010
Goldsmith	

**Signature of	Date
Reporting Person	

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).
- (1) The stock options vested in four equal annual installments beginning March 5, 2002.
- (2) Shares held in the reporting person's profit sharing plan as of March 31, 2010.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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