

CITY NATIONAL CORP  
 Form 4  
 November 03, 2015

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ALI MOHAMAD**

(Last) (First) (Middle)

C/O CITY NATIONAL CORPORATION, 555 S. FLOWER STREET

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/02/2015**

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/02/2015		D	21 D 1.00	0	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

Edgar Filing: CITY NATIONAL CORP - Form 4

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. Price of Derivative Security (Instr. 5)
Stock Fund Units (DDCP)	(2)	11/02/2015		D	833	(2) (2)	Common Stock	833 (3)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALI MOHAMAD  
 C/O CITY NATIONAL CORPORATION  
 555 S. FLOWER STREET  
 LOS ANGELES, CA 90071 X

Signatures

/s/ Corinna Cherian,  
 Attorney-in-Fact 11/03/2015

\*\*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).
- On November 2, 2015, Royal Bank of Canada (RBC) completed the previously announced merger of City National Corporation (City National) with and into RBC USA Holdco Corporation, a wholly owned subsidiary of RBC (Holdco), pursuant to the Agreement and
- (1) Plan of Merger, dated January 22, 2015, by and among City National, RBC and Holdco (Merger Agreement). In accordance with the terms of the Merger Agreement, at the effective time of the merger each share of City National common stock outstanding immediately prior to the effective time of the merger, was converted into the right to receive the merger consideration.
  - (2) These Stock Fund Units were acquired under the Director Deferred Compensation Plan (DDCP) and were deemed to be invested in City National common stock on a one-for-one basis and are generally distributed on termination, or following retirement on the date or dates specified by the reporting person.
  - (3) In accordance with the terms of the Merger Agreement, at the effective time of the merger, the Stock Fund Units shall be deemed to be invested in RBC common shares on the terms specified in the Merger Agreement.

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. "DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: times new roman">J Grover 84,055

D Mahlan  
199,652

A Morgan  
115,222

G Williams  
94,444

I Wright  
50,055

No. of ADS\*

I Menezes  
55,512

R Millian  
20,695

T Proctor  
40,539

L Schwartz  
21,613

---

Edgar Filing: CITY NATIONAL CORP - Form 4

Each option was granted at a price of £10.80 per Ordinary Share (or \$67.84 per ADS) and is exercisable between 20 September 2013 and 19 September 2020, subject to the satisfaction of performance criteria.

3. the director shown below acquired an interest in Ordinary Shares in the form of awards under the Company's Performance Share Plan (the "PSP"), approved by shareholders on 15 October 2008, as follows:

Name of Director	No. of Ordinary Shares
P S Walsh	430,172

4. the PDMRs shown below acquired an interest in Ordinary Shares or ADSs in the form of awards under the PSP, as follows:

Name of PDMR	No. of Ordinary Shares
R Anderson	73,743
N Blazquez	74,707
A Fennell	78,322
S Fletcher	100,417
G Ghostine	88,181
D Gosnell	76,635
J Grover	79,554
D Mahlan	167,964
A Morgan	109,051
G Williams	89,386
I Wright	39,479
	No. of ADS*
I Menezes	46,350
R Millian	19,440
T Proctor	33,848
L Schwartz	20,301

The performance period commenced on 1 July 2010 and, subject to the rules of the PSP and the satisfaction of performance conditions, the awards will vest in September 2013.

Explanation of Responses:



5. the PDMRs shown below, acquired an interest in Ordinary Shares in the form of a one-off award under the Company's Discretionary Incentive Plan ("DIP"), adopted on 9 November 1999. There are performance conditions attached to the release of this award under the DIP, and the award will vest, subject to achievement of the performance conditions, in two equal instalments in September 2013 and September 2014:

Name of PDMR	Number of Ordinary Shares
R Anderson	31,166
S Fletcher	42,439
A Morgan	46,088
	Number of ADSs
R Millian	8,278

6. it released from treasury 92,170 ordinary shares of 28101/108 pence each ("Ordinary Shares"), to satisfy grants made under the DIP. The average price at which these Ordinary Shares were released from treasury was 976.71 pence per share.

Following this release, the Company holds 248,285,796 Ordinary Shares as treasury shares and the total number of Ordinary Shares in issue (excluding shares held as treasury shares) is 2,505,669,129.

Edgar Filing: CITY NATIONAL CORP - Form 4

The Company released Ordinary Shares to the following persons discharging managerial responsibilities ("PDMRs") in respect of awards made under the DIP on 18 September 2007:

Name of PDMR	Number of Ordinary Shares released	Number of Ordinary Shares sold#	Balance of Ordinary Shares retained and beneficially owned
N Blazquez	11,365	5,811	5,554
G Ghostine	10,883	0	10,883
D Gosnell	14,241	7,282	6,959

7. the directors and PDMRs shown below, together with other eligible employees, were awarded Ordinary Shares under the Diageo Share Incentive Plan (the "SIP"), an Inland Revenue approved plan operated by Diageo Group companies for the benefit of employees of the Company and its subsidiaries:

Name of Director	No. of Ordinary Shares
------------------	------------------------

N C Rose	277
----------	-----

P S Walsh	277
-----------	-----

Name of PDMR	No. of Ordinary Shares
--------------	------------------------

R Anderson	277
------------	-----

N Blazquez	277
------------	-----

A Fennell	277
-----------	-----

S Fletcher	277
------------	-----

D Gosnell	277
-----------	-----

J Grover	277
----------	-----

A Morgan	277
----------	-----

G Williams	277
------------	-----

I Wright	277
----------	-----

The Ordinary Shares were awarded at no cost to Plan participants ("Freeshares"), to a value based on a percentage of the participant's salary on 30 June 2010 and the Company's profits for the financial year ended 30 June 2010, subject to a maximum per SIP participant of £3,000 in value per tax year. Freeshares are awarded annually and cannot normally be disposed of for a period of three years after the award date.

8. Mr Fennell, a PDMR, exercised options under the Company's Executive Share Option Plan over the following Ordinary Shares:

Date of grant	Price per Ordinary Share in pence	Number of Ordinary Shares
11 October 2004	707	23,737
20 September 2005	815	19,067

Mr Fennell subsequently sold 42,375 Ordinary Shares on 20 September 2010, at a price per Ordinary Share of £10.77. Mr Fennell retains the balance of 429 Ordinary Shares.

Mr Fennell sold an additional 20,000 Ordinary Shares on 20 September 2010 at a price per Ordinary Share of £10.78.

As a result of the above transactions the interests of directors and PDMRs in the Company's Ordinary Shares and ADSs (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) are as follows:

Name of Director	No. of Ordinary Shares
N C Rose	479,206
P S Walsh	728,741
Name of PDMR	No. of Ordinary Shares
R Anderson	82,019 (of which 9,584 are held as ADS*)
N Blazquez	50,743
A Fennell	5,061
S Fletcher	94,913
G Ghostine	51,503 (of which 32,836 are held as ADS*)
D Gosnell	72,432
J Grover	154,393
A Morgan	150,281
G Williams	185,804 (of which 6,144 are held as ADS*)
I Wright	25,079



# Ordinary Shares sold to meet the requirement to reimburse the Company for PAYE tax and National Insurance/social security liabilities on awards released under the DIP.

\*1 ADS is the equivalent of 4 Ordinary Shares.

J Nicholls  
Deputy Company Secretary  
21 September 2010

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 16:04 22-Sep-2010  
Number 01603-9F7A

TO: Regulatory Information Service

PR Newswire

RE: PARAGRAPH 12.6.4 OF THE LISTING RULES

Diageo plc - Transaction in Own Shares

Diageo plc (the "Company") announces that today, it released from treasury 178,918 ordinary shares of 28101/108 pence each ("Ordinary Shares"), to satisfy grants made under employee share plans. The average price at which these Ordinary Shares were released from treasury was 976.71 pence per share.

Following this release, the Company holds 248,106,878 Ordinary Shares as treasury shares and the total number of Ordinary Shares in issue (excluding shares held as treasury shares) is 2,505,848,047.

J Nicholls

Deputy Company Secretary

22 September 2010

END

---

Regulatory Story

Go to market news section

Company	Diageo PLC
TIDM	DGE
Headline	Transaction in Own Shares
Released	16:58 22-Sep-2010
Number	1475T16

RNS Number : 1475T

Diageo PLC

22 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 600,000 ordinary shares at a price of 1,093.00 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 248,706,878 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,505,248,047.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---

Company Diageo PLC  
TIDM DGE  
Headline Director/PDMR Shareholding  
Released 16:08 23-Sep-2010  
Number 01607-F87E

TO: Regulatory Information Service

PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notifications listed below were received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces it received notification on 22 September 2010 that on 20 September 2010 it released American Depositary Shares to the following persons discharging managerial responsibilities ("PDMRs") in respect of awards made under the DIP:

Name of PDMR	Number of ADS released	Number of ADS sold#	Date of DIP award	Balance of ADS retained and beneficially owned
D Mahlan	2,609	1,224	18 September 2007	1,385
I Menezes	18,649	10,926	19 September 2006	7,723
L Schwartz	2,460	894	18 September 2007	1,566

As a result of the above transactions the interests of PDMRs in the Company's ordinary shares of 28 101/108 pence per share ("Ordinary Shares") and ADSs (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) are as follows:

Name of PDMR	No. of Ordinary Shares
I Menezes	356,360 (of which 236,362 are held in the form of ADS).

Name of PDMR	No. of ADS
--------------	------------

D Mahlan	5,598
----------	-------

L Schwartz	6,297
------------	-------

# ADS sold to meet the requirement to reimburse the Company for PAYE tax and National Insurance/social security liabilities on awards released under the DIP.

\*1 ADS is the equivalent of 4 Ordinary Shares.

J Nicholls

Deputy Company Secretary

23 September 2010

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 17:17 23-Sep-2010  
Number 2315T17

RNS Number : 2315T  
Diageo PLC  
23 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 600,000 ordinary shares at a price of 1,092.30 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 249,306,878 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,504,648,047.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---

Company Diageo PLC  
TIDM DGE  
Headline Subsidiary Annual Financial Report  
Released 15:35 24-Sep-2010  
Number 01533-F39D

TO: Regulatory Information Service

PR Newswire

RE: CHAPTER 9 PARAGRAPH 9.6.3 OF THE LISTING RULES

Diageo plc (the "Company") announces that in accordance with paragraph 9.6.3 of the Listing Rules, a copy of the audited financial statements for Diageo Capital B.V for the year ended 30 June 2009 have been lodged today with the UK Listing Authority for publication through the National Storage Mechanism and will shortly be available for inspection at [www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do).

John Nicholls

Deputy Company Secretary

24 September 2010

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 16:55 24-Sep-2010  
Number 3077T16

RNS Number : 3077T

Diageo PLC

24 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 600,000 ordinary shares at a price of 1,095.18 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 249,906,878 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,504,048,047.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---



Company Diageo PLC  
TIDM DGE  
Headline Director/PDMR Shareholding  
Released 15:31 27-Sep-2010  
Number 01530-A4CE

TO: Regulatory Information Service

PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notification listed below was received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification today that Paul Walsh, a director, sold 75,000 ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") today at a price per share of £11.02.

As a result of the above transaction the interests of Mr Walsh in the Company's Ordinary Shares (excluding options, awards under the Company's LTIPs and interests as a potential beneficiary of the Company's Employee Benefit Trusts) is 653,741.

John Nicholls

Deputy Secretary

27 September 2010

END

---

Company	Diageo PLC
TIDM	DGE
Headline	Transaction in Own Shares
Released	17:23 27-Sep-2010
Number	3903T17

RNS Number : 3903T

Diageo PLC

27 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 600,000 ordinary shares at a price of 1,100.53 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 250,503,177 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,503,451,748.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 16:37 28-Sep-2010  
Number 01636-9902

TO: Regulatory Information Service

PR Newswire

RE: PARAGRAPH 12.6.4 OF THE LISTING RULES

Diageo plc - Transaction in Own Shares

Diageo plc (the "Company") announces that on Friday 24 September 2010, it released from treasury 3,701 ordinary shares of 28101/108 pence each ("Ordinary Shares"), to satisfy grants made under employee share plans. The average price at which these Ordinary Shares were released from treasury was 984.31 pence per share.

Following this release, the Company holds 249,303,177 Ordinary Shares as treasury shares and the total number of Ordinary Shares in issue (excluding shares held as treasury shares) is 2,504,651,748.

J Nicholls

Deputy Company Secretary

28 September 2010

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 17:19 28-Sep-2010  
Number 4651T17

RNS Number : 4651T

Diageo PLC

28 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 814,417 ordinary shares at a price of 1,091.59 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 251,317,594 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,502,637,331.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 15:08 29-Sep-2010  
Number 01507-841F

TO: Regulatory Information Service

PR Newswire

RE: PARAGRAPH 12.6.4 OF THE LISTING RULES

Diageo plc - Transaction in Own Shares

Diageo plc (the "Company") announces that today, it released from treasury 6,828 ordinary shares of 28101/108 pence each ("Ordinary Shares"), to satisfy grants made under employee share plans. The average price at which these Ordinary Shares were released from treasury was 995.14 pence per share.

Following this release, the Company holds 251,310,766 Ordinary Shares as treasury shares and the total number of Ordinary Shares in issue (excluding shares held as treasury shares) is 2,502,644,159.

J Nicholls

Deputy Company Secretary

29 September 2010

END

---

Company	Diageo PLC
TIDM	DGE
Headline	Transaction in Own Shares
Released	17:00 29-Sep-2010
Number	5472T17

RNS Number : 5472T

Diageo PLC

29 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 600,000 ordinary shares at a price of 1,096.02 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 251,910,766 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,502,044,159.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---

Company Diageo PLC  
TIDM DGE  
Headline Total Voting Rights  
Released 16:38 30-Sep-2010  
Number 01634-768F

TO: Regulatory Information Service

PR Newswire

RE: Paragraph 5.6.1 of the Disclosure and Transparency Rules

Diageo plc - Voting Rights and Capital

In conformity with Paragraph 5.6.1 of the Disclosure and Transparency Rules Diageo plc (the "Company") would like to notify the market of the following:

The Company's issued capital consists of 2,753,954,925 ordinary shares of 28 101/108 pence each ("Ordinary Shares") with voting rights, which includes 251,910,766 Ordinary Shares held in Treasury.

Therefore, the total number of voting rights in the Company is 2,502,044,159 and this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FSA's

Disclosure and Transparency Rules.

J Nicholls

Deputy Company Secretary

30 September 2010

END

---

Company Diageo PLC  
TIDM DGE  
Headline Transaction in Own Shares  
Released 17:17 30-Sep-2010  
Number 6548T17

RNS Number : 6548T

Diageo PLC

30 September 2010

Diageo plc - Transaction in Own Shares

Diageo plc ('the Company') announces that it has today purchased through Credit Suisse Securities (Europe) Limited 435,583 ordinary shares at a price of 1,098.05 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

Following the above purchase, the Company holds 252,346,349 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,501,608,576.

This information is provided by RNS  
The company news service from the London Stock Exchange

END

---