

CITY NATIONAL CORP  
 Form 4  
 July 31, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**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)

07/29/2008

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		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	07/29/2008		M		20,000	A	\$ 33	208,200	D	
Common Stock	07/29/2008		S		5,000	D	\$ 47	203,200	D	
Common Stock	07/29/2008		S		1,200	D	\$ 47.25	202,000	D	
Common Stock	07/29/2008		S		400	D	\$ 47.26	201,600	D	
Common Stock	07/29/2008		S		300	D	\$ 47.265	201,300	D	

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Common Stock	07/29/2008	S	300	D	\$ 47.27	201,000	D
Common Stock	07/29/2008	S	100	D	\$ 47.275	200,900	D
Common Stock	07/29/2008	S	100	D	\$ 47.295	200,800	D
Common Stock	07/29/2008	S	200	D	\$ 47.31	200,600	D
Common Stock	07/29/2008	S	100	D	\$ 47.33	200,500	D
Common Stock	07/29/2008	S	2,400	D	\$ 47.35	198,100	D
Common Stock	07/29/2008	S	100	D	\$ 47.37	198,000	D
Common Stock	07/29/2008	S	200	D	\$ 47.3701	197,800	D
Common Stock	07/29/2008	S	300	D	\$ 47.38	197,500	D
Common Stock	07/29/2008	S	100	D	\$ 47.39	197,400	D
Common Stock	07/29/2008	S	100	D	\$ 47.4	197,300	D
Common Stock	07/29/2008	S	200	D	\$ 47.405	197,100	D
Common Stock	07/29/2008	S	200	D	\$ 47.4301	196,900	D
Common Stock	07/29/2008	S	200	D	\$ 47.44	196,700	D
Common Stock	07/29/2008	S	200	D	\$ 47.4401	196,500	D
Common Stock	07/29/2008	S	300	D	\$ 47.46	196,200	D
Common Stock	07/29/2008	S	2,300	D	\$ 47.47	193,900	D
Common Stock	07/29/2008	S	100	D	\$ 47.475	193,800	D
Common Stock	07/29/2008	S	100	D	\$ 47.48	193,700	D
Common Stock	07/29/2008	S	500	D	\$ 47.51	193,200	D
	07/29/2008	S	4,200	D	\$ 47.9	189,000	D

Common  
Stock

Common Stock 07/29/2008 S 600 D \$ 47.91 188,400 D

Common Stock 07/29/2008 S 200 D \$ 47.92 188,200 D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33	07/29/2008		M	20,000	<u>(1)</u> 09/22/2008	Common Stock	20,000	

## Reporting Owners

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

## Signatures

Michael B. Cahill,  
Attorney-In-Fact 07/31/2008

\*\*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).
- (1) The stock options vested in four equal annual installments beginning on February 22, 1999.

### Remarks:

Filing 1 of 2 to report additional beneficial ownership of reporting person.

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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