

CITY NATIONAL CORP
Form 4
April 15, 2010

FORM 4

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

OMB APPROVAL

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

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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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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| 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 |
|--|----------|-----------|-------------------|-------|
| GOLDSMITH RUSSELL D 400 N. ROXBURY DRIVE BEVERLY HILLS, CA 90210 | X | X | President and CEO | |

Signatures

| | |
|----------------------|------------|
| Russell Goldsmith | 04/15/2010 |
|----------------------|------------|

| | |
|--|---------------------|
| <small>**Signature of Reporting Person</small> | <small>Date</small> |
|--|---------------------|

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. 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.