

CITY NATIONAL CORP

Form 4

July 31, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

07/31/2012

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 07/31/2012 | | M | V Amount (A) or (D) Price 2,000 A \$ 23.68 | 39,715 | D | |
| Common Stock | 07/31/2012 | | S | 2,000 D \$ 49.5 (3) | 37,215 | D | |
| Common Stock | | | | | 14,385 | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| | | | | | 262,392 | I | |

Edgar Filing: CITY NATIONAL CORP - Form 4

| | | | | |
|--------------|-----------|---|--|--|
| Common Stock | | | | By the Russell Goldsmith Trust |
| Common Stock | 2,860,000 | I | | By the Goldsmith Family Partnership |
| Common Stock | 304,930 | I | | By Maple Pine Limited Partnership |
| Common Stock | 4,134 | I | | As Trustee of the Brian Goldsmith 1985 Trust |
| Common Stock | 2,912 | I | | As Trustee of the Kathryn Goldsmith 1985 Trust |
| Common Stock | 76,222 | I | | By B.A. Quintent, LLC |
| Common Stock | 8 | I | | As Trustee of the West LA Investment Trust No. 1-R |
| Common Stock | 2,838 | I | | By CNC Profit Sharing Plan ⁽¹⁾ |
| Common Stock | 7,500 | I | | By MKB Co. Ltd. ⁽²⁾ |

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. D S (I |
|---|---|---|---|---|---|--|---|--------------------|
| Employee Stock Options (Right to Buy) | \$ 23.68 | 07/31/2012 | | M | 2,000 | (4) 03/05/2019 | Common Stock | 2,000 |

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

/s/ Michael B. Cahill, as
Attorney-in-Fact

07/31/2012

__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) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of June 30, 2012.

(2) 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.53, inclusive. The reporting person undertakes to provide to City National Corporation, any security holder of City National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote (3) to this Form 4.

(4) The stock options vest in four equal annual installments beginning March 6, 2010.

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.