

CITY NATIONAL CORP
Form 4
September 04, 2012

FORM 4

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

OMB APPROVAL

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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 BRAM

(Last) (First) (Middle)
400 N. ROXBURY DRIVE, 8TH FLOOR
(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)
08/29/2012

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)
Chairman of the Board

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 | 08/29/2012 | | G | V 15,670 D \$ 0 | 1,702,352 | I | By the Goldsmith Family Trust |
| Common Stock | 08/30/2012 | | G ⁽¹⁾ | V 54,189 A \$ 0 | 1,756,541 | I | by the Goldsmith Family Trust |
| Common Stock | 08/30/2012 | | G ⁽¹⁾ | V 54,189 A \$ 0 | 1,810,730 | I | by the Goldsmith Family Trust |
| Common Stock | 08/30/2012 | | G ⁽¹⁾ | V 36,126 A \$ 0 | 1,846,856 | I | by the Goldsmith |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|---|---------|---|------|-----------|---|---|
| Common Stock | 08/30/2012 | | G ⁽¹⁾ | V | 36,126 | A | \$ 0 | 1,882,982 | I | Family Trust by the Goldsmith Family Trust |
| Common Stock | 08/30/2012 | | J ⁽²⁾ | | 105,910 | A | \$ 0 | 1,988,892 | I | by the Goldsmith Family Trust |
| Common Stock | 08/30/2012 | | J ⁽²⁾ | | 146,640 | A | \$ 0 | 2,135,532 | I | by the Goldsmith Family Trust |
| Common Stock | 08/30/2012 | | J ⁽²⁾ | | 146,640 | A | \$ 0 | 2,282,172 | I | by the Goldsmith Family Trust |
| Common Stock | | | | | | | | 567,989 | I | by the Elaine Goldsmith Revocable Trust |
| Common Stock | | | | | | | | 43,736 | I | as Trustee of Oak Trust A-2 |
| Common Stock | | | | | | | | 46,888 | I | City National Corporation Profit Sharing Plan ⁽³⁾ |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | | Title | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDSMITH BRAM 400 N. ROXBURY DRIVE, 8TH FLOOR BEVERLY HILLS, CA 90210 | X | | Chairman of the Board | |

Signatures

Bram Goldsmith 08/31/2012

__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) Gift to trust as part of family estate planning.

Shares received by the Goldsmith Family Trust pursuant to an obligation under a promissory note issued as part of family estate planning.

(2) The decision to satisfy the obligation with an in-kind payment was made solely by the trustee of the obligor, a person independent of the reporting person.

(3) Shares held as of August 30, 2012 in the City National Corporation Profit Sharing Plan.

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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