CITY NATIONAL CORP
Form 4
May 02, 2014

# 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

| | |
|---|---|
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*] CAREY CHRISTOPHER J | 2. Issuer Name **and** Ticker or Trading Symbol **CITY NATIONAL CORP [CYN]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last) (First) (Middle) 400 NORTH ROXBURY DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 04/30/2014 | (Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) EVP & Chief Financial Officer |
| (Street) BEVERLY HILLS, CA 90210 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

**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 | | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 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. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Fund Units (EDCP) | (1) | 04/30/2014 | | A | | 67 (3) | | (2) | (2) | Common Stock | 67 (3) | $ 72.57 |

# Reporting Owners

|  | Relationships | | | |
|---|---|---|---|---|
| **Reporting Owner Name / Address** | Director | 10% Owner | Officer | Other |
| CAREY CHRISTOPHER J<br>400 NORTH ROXBURY DRIVE<br>BEVERLY HILLS, CA 90210 | | | EVP & Chief Financial Officer | |

# Signatures

| /s/ Christopher J. Carey | 05/01/2014 |
|---|---|
| **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)** | These Stock Fund Units were acquired under the Executive Deferred Compensation Plan (EDCP) and convert to stock on a one-for-one basis. |
| **(2)** | The Stock Fund Units are generally distributed upon termination, or following retirement on the date or dates specified by the reporting person. |
| **(3)** | The actual number of stock fund units awarded was approximately 67.6358 and, therefore, the aggregate number of stock fund units currently beneficially owned by the reporting person is approximately 16,694.9547. |

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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