

CITY NATIONAL CORP

Form 4

March 16, 2010

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
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(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)

03/15/2010

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 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	03/15/2010		M	V Amount (A) or (D) Price 16,000 A \$ 36.66	233,720	D	
Common Stock	03/15/2010		S	2,000 D \$ 53	231,720	D	
Common Stock	03/15/2010		S	1,500 D \$ 53.14	230,220	D	
Common Stock	03/15/2010		S	500 D \$ 53.15	229,720	D	
Common Stock	03/15/2010		S	2,000 D \$ 53.18	227,720	D	

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Common Stock	03/15/2010	S	2,000	D	\$ 53.21	225,720	D	
Common Stock	03/15/2010	S	400	D	\$ 53.24	225,320	D	
Common Stock	03/15/2010	S	400	D	\$ 53.26	224,920	D	
Common Stock	03/15/2010	S	200	D	\$ 53.27	224,720	D	
Common Stock	03/15/2010	S	100	D	\$ 53.29	224,620	D	
Common Stock	03/15/2010	S	200	D	\$ 53.3	224,420	D	
Common Stock	03/15/2010	S	700	D	\$ 53.31	223,720	D	
Common Stock	03/15/2010	S	1,000	D	\$ 53.37	222,720	D	
Common Stock	03/15/2010	S	1,000	D	\$ 53.58	221,720	D	
Common Stock	03/15/2010	S	1,022	D	\$ 53.63	220,698	D	
Common Stock	03/15/2010	S	178	D	\$ 53.64	220,520	D	
Common Stock	03/15/2010	S	400	D	\$ 53.65	220,120	D	
Common Stock	03/15/2010	S	96	D	\$ 53.66	220,024	D	
Common Stock	03/15/2010	S	304	D	\$ 53.67	219,720	D	
Common Stock	03/15/2010	S	650	D	\$ 53.71	219,070	D	
Common Stock	03/15/2010	S	400	D	\$ 53.73	218,670	D	
Common Stock	03/15/2010	S	350	D	\$ 53.75	218,320	D	
Common Stock	03/15/2010	S	300	D	\$ 53.78	218,020	D	
Common Stock	03/15/2010	S	300	D	\$ 53.79	217,720	D	
Common Stock						2,860,000	I	By the Goldsmith Family

Common Stock	42,240	I	Partnership By the Russell Goldsmith Trust
Common Stock	304,930	I	By Maple Pine Limited Partnership
Common Stock	23,000	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 36.66	03/15/2010		M		16,000		<u>(1)</u>	03/04/2011	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	President and CEO	

GOLDSMITH RUSSELL D
400 N. ROXBURY DRIVE
BEVERLY HILLS, CA 90210

Signatures

Michael B. Cahill,
Attorney-in-Fact

03/16/2010

__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 March 5, 2002.

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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