CITY NATIONAL CORP

Form 4

January 03, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

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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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * CAREY CHRISTOPHER J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

CITY NATIONAL CORP [CYN]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

10% Owner X_ Officer (give title Other (specify

400 NORTH ROXBURY DRIVE

(Street)

(State)

(Month/Day/Year)

(Month/Day/Year) 12/31/2012

6. Individual or Joint/Group Filing(Check

EVP & Chief Financial Officer

(Middle)

(Zip)

4. If Amendment, Date Original

Applicable Line)

Director

X Form filed by One Reporting Person

(Instr. 8)

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BEVERLY HILLS, CA 90210

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(9-02)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

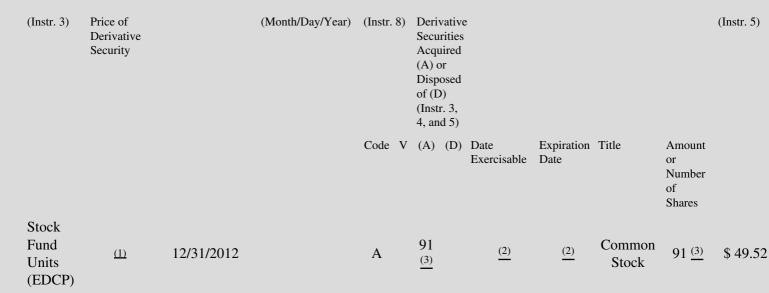
(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and Amount of | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------------|----|-------------------------|------------------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | Underlying Securities | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | (Instr. 3 and 4) | Security |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAREY CHRISTOPHER J 400 NORTH ROXBURY DRIVE BEVERLY HILLS, CA 90210

EVP & Chief Financial Officer

Signatures

/s/ Christopher J.

Carey 01/02/2013

**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 91.0405, and, therefore, the aggregate number of stock fund units currently beneficially owned by the reporting person is approximately 12,733.2422.

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.

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