

CITY NATIONAL CORP  
Form 4/A  
November 21, 2008

**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 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)

11/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

11/14/2008

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	190,100 <sup>(1)</sup>	D	
Common Stock				(A) or (D)	2,668 <sup>(1)</sup>	I	By CNC Profit Sharing Plan <sup>(2)</sup>
Common Stock				(A) or (D)	2,860,000 <sup>(1)</sup>	I	By the Goldsmith Family Partnership
				(A) or (D)	417,240 <sup>(1)</sup>	I	

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Common Stock							By the Russell Goldsmith Trust
Common Stock				304,930 <sup>(1)</sup>	I		By Maple Pine Limited Partnership
Common Stock				7,500 <sup>(1)</sup>	I		By MKB Co. Ltd.
Common Stock				30,000 <sup>(1)</sup>	I		As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock				4,134 <sup>(1)</sup>	I		As Trustee of the Brian Goldsmith 1985 Trust
Common Stock				2,912 <sup>(1)</sup>	I		As Trustee of the Kathryn Goldsmith 1985 Trust
Common Stock				1,222 <sup>(1)</sup>	I		By California Quintent LLC
Common Stock				8 <sup>(1)</sup>	I		As Trustee of the West LA Investment Trust No. 1-R

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	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	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

Russell D.  
Goldsmith  
11/21/2008  
Date

\*\*Signature of 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).
- On November 14, 2008, the reporting person mistakenly filed a Form 4 reporting a family estate planning purchase of shares of common stock by five trusts for the benefit of family members which did not in fact occur. As of November 13, 2008, the reporting person owned only the shares shown on this Form 4.
- (2) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of October 31, 2008.

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.