

CITY NATIONAL CORP  
 Form 4  
 February 17, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
**02/16/2010**

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 (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  | (D)  | Price  |
| Common Stock                    | 02/16/2010                           |  | S                              |   | 500   | D  | \$ 47.47   |
|                                 |                                      |  |                                |   | 26,600  | I  |  |
|                                 |                                      |  |                                |   |   |  | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock                    | 02/16/2010                           |  | S                              |   | 100   | D  | \$ 47.49   |
|                                 |                                      |  |                                |   | 26,500  | I  |  |
|                                 |                                      |  |                                |   |   |  | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |

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|              |            |   |       |   |          |           |   |  |
|--------------|------------|---|-------|---|----------|-----------|---|--|
| Common Stock | 02/16/2010 | S | 100   | D | \$ 47.53 | 26,400    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 02/16/2010 | S | 300   | D | \$ 47.54 | 26,100    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 02/16/2010 | S | 500   | D | \$ 47.56 | 25,600    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 02/16/2010 | S | 1,200 | D | \$ 47.57 | 24,400    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 02/16/2010 | S | 300   | D | \$ 47.58 | 24,100    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 02/16/2010 | S | 1,100 | D | \$ 47.59 | 23,000    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock |            |   |       |   |          | 2,860,000 | I | By the Goldsmith Family Partnership                      |
| Common Stock |            |   |       |   |          | 42,240    | I | By the Russell Goldsmith Trust                           |
| Common Stock |            |   |       |   |          | 304,930   | I | By Maple Pine Limited                                    |

|              |  |  |  |       |   |   |
|--------------|--|--|--|-------|---|---|
| Common Stock |  |  |  | 4,134 | I | Partnership<br>As Trustee of the Brian Goldsmith 1985 Trust |
| Common Stock |  |  |  | 2,912 | I | As Trustee of the Kathryn Goldsmith 1985 Trust              |
| Common Stock |  |  |  | 1,222 | I | By California Quintent LLC                                  |
| Common Stock |  |  |  | 8     | I | As Trustee of the West LA Investment Trust No. 1-R          |
| Common Stock |  |  |  | 2,744 | I | By CNC Profit Sharing Plan <sup>(1)</sup>                   |
| Common Stock |  |  |  | 7,500 | I | By MKB Co. Ltd. <sup>(2)</sup>                              |

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 (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 Reported Transaction (Instr. 6) |       |           |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|-----------|
|  |  |                                      |  | 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<br>400 N. ROXBURY DRIVE<br>BEVERLY HILLS, CA 90210 | X             | X         | President and CEO |       |

## Signatures

Michael B. Cahill,  
Attorney-in-Fact

02/17/2010

\_\_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) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of January 31, 2010.
  - (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

### Remarks:

Filing 2 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. 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.