

CITY NATIONAL CORP  
Form 4  
February 25, 2014

# 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 \*  
Tsokova Olga

(Last) (First) (Middle)

CITY NATIONAL BANK, 555 S.  
FLOWER ST., 11TH FL.

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CITY NATIONAL CORP [CYN]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/22/2014                           |  | F                              |   | 21  | D  | \$ 71.82 1,999 D                  |
| Common Stock                    | 02/22/2014                           |  | M                              |   | 47  | A  | \$ 0 2,046 D                      |
| Common Stock                    | 02/22/2014                           |  | D                              |   | 47  | D  | \$ 71.82 1,999 D                  |
| Common Stock                    | 02/24/2014                           |  | F                              |   | 55  | D  | \$ 72.67 1,944 D                  |

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) | 8. Price of Derivative Security (Instr. 5) |                            |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|---------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |                     |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |                     |
| Cash Settled Restricted Stock Units        | \$ 0 <sup>(1)</sup>                                    | 02/22/2014                           |  | M                              | 47  | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock                               | 47                         | \$ 0 <sup>(1)</sup> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Tsokova Olga<br>CITY NATIONAL BANK<br>555 S. FLOWER ST., 11TH FL.<br>LOS ANGELES, CA 90071 |               |           | SVP & Chief Accounting Officer |       |

## Signatures

/s/ Michael B. Cahill, as  
Attorney-in-Fact

02/24/2014

\*\*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).

Each cash-settled restricted stock unit is valued upon vesting based on the value of one (1) share of City National Corporation common (1) stock and settles in cash on each vesting date. The cash settled restricted stock units vest annually in four equal installments beginning on February 22, 2014.

## Edgar Filing: CITY NATIONAL CORP - Form 4

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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