

CITY NATIONAL CORP

Form 4

February 01, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSMITH BRAM**

(Last) (First) (Middle)

**400 N. ROXBURY DRIVE, 8TH  
FLOOR**

(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)

**01/29/2010**

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)

Chairman of the Board

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

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Fund Units (EDCP)	(1)	01/29/2010	A		177		(2)	(2)	Common Stock	177	\$ 49.3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH BRAM 400 N. ROXBURY DRIVE, 8TH FLOOR BEVERLY HILLS, CA 90210	X		Chairman of the Board	

## Signatures

Bram Goldsmith 02/01/2010  
 \*\*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) 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.

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. pt; TEXT-INDENT: 0pt; LINE-HEIGHT: 101.52%; TEXT-ALIGN: left">

T Rowe Price

T Rowe Price Retirement 2010 Fund

x

1,762,497

T Rowe Price	T Rowe Price Retirement 2020 Fund	x	1,963,792
T Rowe Price	T Rowe Price Retirement 2030 Fund	x	1,052,620

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	T Rowe Price	T Rowe Price Retirement 2040 Fund	x	808,415
		<b>Common Stock</b>		
*	Fulton Financial Corporation	Common Stock	x	16,838,348
		<b>Participant Loans</b>		
*	Plan Participant	Participant Loans Interest rates ranging from 8.25% - 9.25%	x	<u>20.902</u>
				\$ 123,828,969

\* Party-in-interest

x All investments are participant directed, therefore, historical cost is not required.

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## Edgar Filing: CITY NATIONAL CORP - Form 4

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrators of the Fulton Financial Affiliates' 401(k) Savings Plan and Trust have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

**FULTON FINANCIAL AFFILIATES'**

**401(k) SAVINGS PLAN AND TRUST**

Date: June 25, 2009

By: /s/Louis Yoka

Louis Yoka

Vice President, Compensation & Benefits

21.

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**EXHIBIT INDEX**

**EXHIBIT DESCRIPTION**

23.1 Consent of Independent Auditors

22.

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Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements No. 333-76600 and No. 333-76594 on Forms S-8 of Fulton Financial Corporation of our report dated June 25, 2009, appearing in this Annual Report on Form 11-K of Fulton Financial Corporation 401(k) Retirement Plan, formerly known as Fulton Financial Corporation Profit Sharing Plan, for the year ended December 31, 2008.

*/s/Crowe Horwath LLP*  
Crowe Horwath LLP

Columbus, Ohio

June 25, 2009

23.