

CITY NATIONAL CORP
Form 4
September 07, 2011

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)
09/02/2011

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 or Price (A) (D) | | |
| Common Stock | 09/02/2011 | | J | | 75,000 (1) \$ 0 (1) | D | |
| Common Stock | 09/02/2011 | | J | | 75,000 (1) \$ 0 (1) | I | By B.A. Quintet, LLC (1) |
| Common Stock | 09/02/2011 | | J | | 4,473 (4) \$ 0 (4) | I | By B.A. Quintet LLC |
| Common Stock | | | | | | I | As Trustee of the ELM 2006 Charitable |

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| | | | | | | | |
|--------------|--|--|--|--|-----------|---|---|
| Common Stock | | | | | 304,930 | I | Annuity Lead Trust By Maple Pine Limited Partnership |
| Common Stock | | | | | 2,860,000 | I | By the Goldsmith Family Partnership |
| Common Stock | | | | | 138,250 | I | By the Russell Goldsmith Trust |
| Common Stock | | | | | 2,912 | I | As Trustee of the Kathryn Goldsmith 1985 Trust |
| Common Stock | | | | | 4,134 | I | As Trustee of the Brian Goldsmith 1985 Trust |
| Common Stock | | | | | 8 | I | As Trustee of the West LA Investment Trust No. 1-R |
| Common Stock | | | | | 2,796 | I | By CNC Profit Sharing Plan ⁽⁵⁾ |
| Common Stock | | | | | 7,500 | I | By MKB Co. Ltd. ⁽⁶⁾ |

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

/s/ Russell
Goldsmith

09/07/2011

__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) The reporting person has transferred these shares to B.A. Quintet, a California limited liability company (BA Quintet), of which he and his wife are managing members. As of August 31, 2011, BA Quintet is the successor by merger to California Quintet LLC, a Delaware limited liability (CA Quintet), who had the same members and managers as BA Quintet. The merger had the effect of changing CA Quintet's domicile but did not alter the proportionate interests of the members.

(2) The ownership reported includes 1,222 shares previously owned indirectly by CA Quintet.

(3) The reporting person disclaims beneficial ownership of City National Corporation stock held by BA Quintet except to the extent of his pecuniary interest therein.

(4) Represents mandatory distribution of a 5.868% minority membership interest in BA Quintet to trust beneficiary by reporting person as trustee. Distribution made pursuant to terms of trust for no consideration. No underlying shares of issuer held by BA Quintet were transferred.

(5) Shares held in the reporting person's profit sharing plan as of August 31, 2011.

(6) 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.

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.