

CITY NATIONAL CORP  
 Form 4  
 May 29, 2012

**FORM 4**

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

OMB APPROVAL

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**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)  
**05/25/2012**

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	(A) or (D)	Price
Common Stock	05/25/2012		M		10,000	A	\$ 47.12
Common Stock	05/25/2012		S		10,000	D	\$ 50.55 <u>(3)</u>
Common Stock							14,385

As Trustee of the ELM 2006 Charitable Annuity Lead Trust

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Common Stock	262,392	I	By the Russell Goldsmith Trust
Common Stock	2,860,000	I	By the Goldsmith Family Partnership
Common Stock	304,930	I	By Maple Pine Limited Partnership
Common Stock	4,134	I	As Trustee of the Brian Goldsmith 1985 Trust
Common Stock	2,912	I	As Trustee of the Kathryn Goldsmith 1985 Trust
Common Stock	76,222	I	By B.A. Quintent, LLC
Common Stock	8	I	As Trustee of the West LA Investment Trust No. 1-R
Common Stock	2,824	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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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

