Edgar Filing: CAHILL MICHAEL B - Form 4

| CAHILL M Form 4 | ICHAEL B | | | | | | | | | |
|---|--|--|---|---|---------------------------------|--|--------------|---|---|----------|
| December 1 | 7, 2009 | | | | | | | | | |
| FORM | Λ4 | | | | | | | OMB A | PPROVA | ۱L |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235- | 0287 |
| Check th if no lor subject to Section Form 4 Form 5 obligation may cor See Inst | nger to 16. or Filed pur ons stinue. | rsuant to Sectior (a) of the Public | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940 | | | | | | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | |
| 1(b). | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | |
| | Address of Reporting | Symbo | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
| | | | NATION | IN | (Check all applicable) | | | | | |
| | (First) (TIONAL BANK, : ST., 18TH FL. | (Mont | e of Earliest 7 n/Day/Year) /2009 | ransaction | | Director X Officer (g below) Executive | | | 6 Owner er (specify Counsel | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| LOS ANG | ELES, CA 90071 | | | | | Form filed by Person | y More | than One Ro | eporting | |
| (City) | (State) | (Zip) T | able I - Non- | Derivative Secu | rities Ac | cquired, Disposed | l of, oı | Beneficia | lly Owned | d |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year | Code (Instr. 8) | 4. Securities onAcquired (A) of Disposed of (D (Instr. 3, 4 and (A) or Amount (D) | or)) . 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Forn | wnership n: Direct or Indirect r. 4) | 7. Nature Indirect Beneficia Ownershi (Instr. 4) | al ip |
| Reminder: Re | port on a separate line | for each class of s | ecurities bene | Persons w informatio required to | vho resp on conta o respo | r indirectly. oond to the collo ained in this form nd unless the fo tly valid OMB co | m are orm | not | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. I |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof | Expiration Date | Underlying Securities | De |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | Sec |

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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) | | | | | (| |
|--|------------------------------------|------------|------------------|--------|------|---|------------|---------------------|--------------------|-----------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (Right to Buy) | \$ 23.68 | 10/31/2009 | | J | V | | 388 (1) | (2) | 03/05/2019 | Common Stock | 388 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|--------------------------------|-------|--|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | | |
| CAHILL MICHAEL B CITY NATIONAL BANK 555 S. FLOWER ST., 18TH FL. LOS ANGELES, CA 90071 | | | Executive VP & General Counsel | | | | | |
| Signatures | | | | | | | | |

Michael B. 12/15/2009 Cahill **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).

Pursuant to limitations and restrictions in the Emergency Economic Stabilization Act of 2008, as amended by the American Recovery and (1) Reinvestment Act of 2009 and Interim Final Regulations thereunder, 388 options granted to the reported person were forfeited for no consideration as of October 31, 2009 to comply with applicable law.

(2) The forfeited options were scheduled to vest in four equal installments beginning on March 6, 2010.

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.

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