CITY NATIONAL CORP

Form 4 May 11, 2012

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add GOLDSMITI	*	_	2. Issuer Name and Ticker or Trading Symbol CITY NATIONAL CORP [CYN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
400 N. ROXBURY DRIVE		VE	(Month/Day/Year) 05/10/2012	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BEVERLY H	IILLS, CA	90210	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acq	uired, Disposed	of, or Benefic	ially Owned
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. Securit or(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	l of (D) 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)
Common Stock	05/10/2012		Code V M	Amount 10,000	(D)	Price \$ 47.12	47,215	D	
Common Stock	05/10/2012		S	10,000	D	\$ 52.65 (3)	37,215	D	
Common Stock							14,385	I	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 (1)
Common Stock	7,500	I	By MKB Co. Ltd. (2)

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 47.12	05/10/2012		M	10,000	<u>(4)</u>	07/23/2012	Common Stock	10,000

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

Reporting Person

/s/ Russell
Goldsmith

**Signature of 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) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of April 30, 2012.
- (2) 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.83, inclusive. The reporting person undertakes to provide to City National Corporation, any security holder of City National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote (3) to this Form 4.
- (4) The stock options vested in four equal annual installments beginning July 24, 2003.

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.

Reporting Owners 3