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CITY NAT	IONAL CORP											
Form 4	012											
March 01, 2									OMB A	PPROVAL		
FORM	UNITED	STATES		RITIES A			NGE	COMMISSION	NOMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHANG					BENEF RITIES	Estimated burden hoi	Estimated average burden hours per					
Form 5 obligation may con See Instr 1(b).	Filed pur ons Section 17((a) of the l	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Sectio 940	response	. 0.5		
(Print or Type	Responses)											
			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
(Least)	(First) (CITY NATIONA				P[C]	YNJ	k all applicable)				
(N				3. Date of Earliest Transaction (Month/Day/Year) 02/27/2013				X DirectorX 10% Owner X Officer (give title Other (specify below) President and CEO				
				Amendment, Date Original d(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
BEVERLY	HILLS, CA 902	10						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)						
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned di	rectly o	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.

 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 of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-Settled Restricted Stock Units	<u>(1)</u>	02/27/2013		А		20,187		<u>(1)</u>	<u>(1)</u>	Common Stock	20,187

Reporting Owners

Reporting Owner Name / Address	s Relationships							
	Director	10% Owner	Officer	Other				
GOLDSMITH RUSSELL D 400 N. ROXBURY DRIVE BEVERLY HILLS, CA 90210	Х	Х	President and CEO					
Signatures								
/s/ Michael B. Cahill, attorney-in-fact		03/01/201	03/01/2013					
**Signature of Reporting Person		Date						
Evalenation of De	Explanation of Dechanges							

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 cash-settled restricted stock units vest in four equal annual installments beginning on February 27, 2015 and settle in cash.

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.