

CITY NATIONAL CORP  
 Form 4  
 February 17, 2010

**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)

02/16/2010

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)
				(A) or (D)	Price		
Common Stock	02/16/2010		M		\$ 27.06	248,720	D
Common Stock	02/16/2010		S		\$ 47	247,925	D
Common Stock	02/16/2010		S		\$ 47.01	247,425	D
Common Stock	02/16/2010		S		\$ 47.02	247,325	D
Common Stock	02/16/2010		S		\$ 47.03	246,925	D

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Common Stock	02/16/2010	S	100	D	\$ 47.05	246,825	D
Common Stock	02/16/2010	S	305	D	\$ 47.06	246,520	D
Common Stock	02/16/2010	S	100	D	\$ 47.09	246,420	D
Common Stock	02/16/2010	S	100	D	\$ 47.12	246,320	D
Common Stock	02/16/2010	S	200	D	\$ 47.13	246,120	D
Common Stock	02/16/2010	S	600	D	\$ 47.22	245,520	D
Common Stock	02/16/2010	S	600	D	\$ 47.23	244,920	D
Common Stock	02/16/2010	S	500	D	\$ 47.25	244,420	D
Common Stock	02/16/2010	S	100	D	\$ 47.27	244,320	D
Common Stock	02/16/2010	S	200	D	\$ 47.28	244,120	D
Common Stock	02/16/2010	S	500	D	\$ 47.29	243,620	D
Common Stock	02/16/2010	S	800	D	\$ 47.3	242,820	D
Common Stock	02/16/2010	S	100	D	\$ 47.3	242,720	D
Common Stock	02/16/2010	S	300	D	\$ 47.38	242,420	D
Common Stock	02/16/2010	S	500	D	\$ 47.39	241,920	D
Common Stock	02/16/2010	S	500	D	\$ 47.4	241,420	D
Common Stock	02/16/2010	S	100	D	\$ 47.41	241,320	D
Common Stock	02/16/2010	S	300	D	\$ 47.42	241,020	D
Common Stock	02/16/2010	S	800	D	\$ 47.43	240,220	D
Common Stock	02/16/2010	S	400	D	\$ 47.44	239,820	D
	02/16/2010	S	100	D		239,720	D

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Common Stock					\$ 47.46				
Common Stock	02/16/2010		S	700	D	\$ 47.43	29,300	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock	02/16/2010		S	100	D	\$ 47.44	29,200	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock	02/16/2010		S	1,000	D	\$ 47.45	28,200	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock	02/16/2010		S	1,100	D	\$ 47.46	27,100	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Employee Stock Options (Right To Buy)	\$ 27.06	02/16/2010		M	9,000	<u>(1)</u>	02/22/2010	Common Stock	9,000
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## 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

Michael B. Cahill, Attorney-in-Fact	02/17/2010
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\*\*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 stock option vested in four equal installments beginning February 22, 2001.

### Remarks:

Filing 1 of 2 to report additional beneficial ownership of reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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