CITY NATIONAL CORP

Form 4

November 19, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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).

Form 5

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GOLDSMITH RUSSELL D | | | 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) 400 N. ROXBURY DRIVE | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| | | IVE | (Month/Day/Year) 11/19/2010 | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (speci- below) below) President and CEO | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| BEVERLY HILLS, CA 90210 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

BEVERLY HILLS, CA 90210

| (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) | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Dia (Instr. 3, 4) | sposed | of (D) Price | 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 | 11/19/2010 | | S | 10,000 | D | \$ 54.74 <u>(1)</u> | 173,220 | D | |
| Common Stock | | | | | | | 304,930 | I | By Maple Pine Limited Partnership |
| Common Stock | | | | | | | 2,860,000 | I | By the Goldsmith Family Partnership |

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| Common Stock | 138,250 | I | By the Russell Goldsmith Trust |
|-----------------|---------|---|---|
| Common Stock | 23,000 | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 2,912 | I | As Trustee of the Kathryn Goldsmith 1985 Trust |
| Common Stock | 4,134 | I | As Trustee of the Brian Goldsmith 1985 Trust |
| Common Stock | 1,222 | I | By California Quintet LLC |
| Common Stock | 8 | I | As Trustee of the West LA Investment Trust No. 1-R |
| Common Stock | 2,759 | I | By CNC Profit Sharing Plan (2) |
| Common Stock | 7,500 | I | By MKB Co. Ltd. (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly 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.

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. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|------------|---------------------|--------------------|-------------------|-------------------------|--------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | Expiration Date | Amount of | Derivative | Deriv |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of (Month/D 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | /Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur Bene Own Follo Repo Trans (Instr |
|---------------------|--|-------------------------|-----------------|---|---------------------|--------|--|---------------------|--|
| | | | Code V | (A) (D) | Date Exercisable | - | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|----------------------------|---|-------------------|--|--|--|
| Reporting Owner France / Francess | Director 10% Owner Officer | | Other | | | |
| GOLDSMITH RUSSELL D 400 N. ROXBURY DRIVE BEVERLY HILLS, CA 90210 | X | X | President and CEO | | | |

Signatures

Russell 11/19/2010 Goldsmith **Signature of Date Reporting Person

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at a price ranging from \$54.70 to \$54.90, inclusive. The reporting person undertakes to provide to City National Corporation, any security holder of City **(1)** 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 (1) to this Form 4.
- (2) Shares held in the reporting person's profit sharing plan as of October 31, 2010.
- 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.

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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