

CITY NATIONAL CORP  
Form 4  
March 16, 2010

**FORM 4**

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

OMB APPROVAL

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**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)  
**03/15/2010**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2010		M		16,000	A	\$ 36.66
Common Stock	03/15/2010		S		2,000	D	\$ 53
Common Stock	03/15/2010		S		1,500	D	\$ 53.14
Common Stock	03/15/2010		S		500	D	\$ 53.15
Common Stock	03/15/2010		S		2,000	D	\$ 53.18

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Common Stock	03/15/2010	S	2,000	D	\$ 53.21	225,720	D	
Common Stock	03/15/2010	S	400	D	\$ 53.24	225,320	D	
Common Stock	03/15/2010	S	400	D	\$ 53.26	224,920	D	
Common Stock	03/15/2010	S	200	D	\$ 53.27	224,720	D	
Common Stock	03/15/2010	S	100	D	\$ 53.29	224,620	D	
Common Stock	03/15/2010	S	200	D	\$ 53.3	224,420	D	
Common Stock	03/15/2010	S	700	D	\$ 53.31	223,720	D	
Common Stock	03/15/2010	S	1,000	D	\$ 53.37	222,720	D	
Common Stock	03/15/2010	S	1,000	D	\$ 53.58	221,720	D	
Common Stock	03/15/2010	S	1,022	D	\$ 53.63	220,698	D	
Common Stock	03/15/2010	S	178	D	\$ 53.64	220,520	D	
Common Stock	03/15/2010	S	400	D	\$ 53.65	220,120	D	
Common Stock	03/15/2010	S	96	D	\$ 53.66	220,024	D	
Common Stock	03/15/2010	S	304	D	\$ 53.67	219,720	D	
Common Stock	03/15/2010	S	650	D	\$ 53.71	219,070	D	
Common Stock	03/15/2010	S	400	D	\$ 53.73	218,670	D	
Common Stock	03/15/2010	S	350	D	\$ 53.75	218,320	D	
Common Stock	03/15/2010	S	300	D	\$ 53.78	218,020	D	
Common Stock	03/15/2010	S	300	D	\$ 53.79	217,720	D	
Common Stock						2,860,000	I	By the Goldsmith Family

Common Stock	42,240	I	Partnership By the Russell Goldsmith Trust
Common Stock	304,930	I	By Maple Pine Limited Partnership
Common Stock	23,000	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (Right to Buy)	\$ 36.66	03/15/2010		M	16,000	<u>(1)</u>	03/04/2011	Common Stock	16,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	President and CEO	

GOLDSMITH RUSSELL D  
400 N. ROXBURY DRIVE  
BEVERLY HILLS, CA 90210

## Signatures

Michael B. Cahill,  
Attorney-in-Fact

03/16/2010

\_\_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 options vested in four equal annual installments beginning March 5, 2002.

### 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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