

CITY NATIONAL CORP
Form 4
December 03, 2012

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)
11/30/2012

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)
Common Stock	11/30/2012		J	1,903 (1) D	\$ 0 (1) 304,930 (4)	I	As Trustee of the Maple Trust No. 1
Common Stock	11/30/2012		J	1,903 (2) D	\$ 0 (2) 304,930 (4)	I	As Trustee of the Maple Trust No. 2
Common Stock	11/30/2012		J	4,561 (3) D	\$ 0 (3) 76,222 (5)	I	As Trustee of the Brian Mack Goldsmith 1984 Trust

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Common Stock	14,385	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock	417,924	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	76,222	I	By B.A. Quintet LLC
Common Stock	4,134	I	As Trustee of the Brian Goldsmith 1984 Trust
Common Stock	2,912	I	As Trustee of the Kathryn Goldsmith 1985 Trust
Common Stock	8	I	As Trustee of the West LA Investment Trust No. 1-R
Common Stock	2,852	I	By CNC Profit Sharing Plan <u>(6)</u>
Common Stock	7,500	I	By MKB Co. Ltd. <u>(7)</u>

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

SEC 1474
(9-02)

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

/s/ Russell
Goldsmith 11/30/2012

**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) Represents the number of shares attributable to a mandatory distribution of a .624% minority membership interest in Maple-Pine Limited Partnership to trust beneficiary by reporting person as trustee. The distribution was made pursuant to the terms of the trust for no consideration. No underlying shares of issuer held by Maple-Pine Limited Partnership were transferred as a result of this transaction.

(2) Represents the number of shares attributable to a mandatory distribution of a .624% minority membership interest in Maple-Pine Limited Partnership to trust beneficiary by reporting person as trustee. The distribution was made pursuant to the terms of the trust for no consideration. No underlying shares of issuer held by Maple-Pine Limited Partnership were transferred as a result of this transaction.

(3) Represents the number of shares attributable to a mandatory distribution of a 73.291% interest in a limited liability company established for estate planning purposes, which in turn owns a minority interest in B.A. Quintet LLC, to trust beneficiary by reporting person as trustee. The distribution was made pursuant to the terms of the trust for no consideration. No underlying shares of issuer held by B.A. Quintet LLC were transferred as a result of this transaction.

(4) Represents the total number of issuer shares held by Maple-Pine Limited Partnership in which the trust holds a minority interest. The reporting person disclaims beneficial ownership of issuer stock held by Maple-Pine Limited Partnership, except to the extent of his

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pecuniary interest therein. No underlying shares of issuer held by Maple-Pine Limited Partnership were transferred as a result of the reported transactions.

- Represents the total number of issuer shares held by B.A. Quintet LLC. The trust holds an interest in a limited liability company established for estate planning purposes, which in turn owns a minority interest in B.A. Quintet LLC. The reporting person disclaims beneficial ownership of issuer shares held by B.A. Quintet LLC, except to the extent of his pecuniary interest therein. No underlying shares of issuer held by B.A. Quintet LLC were transferred as a result of the reported transaction.
- (5) Beneficial ownership of issuer shares held by B.A. Quintet LLC, except to the extent of his pecuniary interest therein. No underlying shares of issuer held by B.A. Quintet LLC were transferred as a result of the reported transaction.
 - (6) Shares held in the reporting person's profit sharing plan as of November 30, 2012.
 - (7) 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.