

CITY NATIONAL CORP
 Form 4
 May 08, 2013

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)

11/16/2010

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)
Common Stock	11/16/2010		J ⁽¹⁾	7,500 D	\$ 0 0	I	MKB Co. Ltd. ⁽³⁾
Common Stock	11/16/2010		J ⁽¹⁾	750 A	\$ 0 750	I	Nate Mack, L.L.C. ⁽³⁾
Common Stock					19,281	D	
Common Stock					347,924	I	By the Russell Goldsmith Trust
					10,985	I	

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Common Stock				As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock	2,860,000	I		By the Goldsmith Family Partnership
Common Stock	304,930	I		By Maple Pine Limited Partnership
Common Stock	4,134	I		As Trustee of the Brian Goldsmith 1985 Trust
Common Stock	2,912	I		As Trustee of the Kathryn Goldsmith 1985 Trust
Common Stock	76,222	I		By B.A. Quintet, LLC
Common Stock	8	I		As Trustee of the West LA Investment Trust No. 1-R
Common Stock	2,896	I		By CNC Profit Sharing Plan ⁽²⁾
Common Stock	82,405	I		As Trustee of the Grove Trust II

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 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		President and CEO	

Signatures

Russell D. Goldsmith 05/06/2013

**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).

- Distribution for no consideration from MKB Co. Ltd. ("MKB") to the members of MKB. MKB is a limited liability company co-managed by the spouse of reporting person and its members include reporting person's spouse and Nate Mack, L.L.C. Following the reported transaction, MKB no longer holds any issuer shares. MKB distributed 750 shares for no consideration to its member Nate Mack, L.L.C., a limited liability company of which reporting person's spouse is the manager and in which reporting person has an indirect reportable pecuniary interest. MKB distributed the remaining issuer shares to three trusts in which reporting person has no pecuniary interest and is not a trustee, including the transfer of reporting person's spouse's proportional interest in the issuer shares held as the separate property of reporting person's spouse to her living trust where she serves as sole trustee and over which reporting person has no investment control and no reportable interest.
- Shares held in the reporting person's City National Corporation Profit Sharing Plan as of May 6, 2013.
- The reporting person disclaims beneficial ownership of these securities and the shares held by his spouse directly in her own name or indirectly through other parties, including her living trust. 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.

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