

CITY NATIONAL CORP  
Form 4  
March 03, 2015

**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)  
02/27/2015

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)  
Chairman, 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	02/27/2015		M		19,100	A	\$ 68.98
							21,138 <sup>(1)</sup>
Common Stock	02/27/2015		S		19,100	D	\$ 90.6 <sup>(2)</sup>
							2,038 <sup>(1)</sup>
Common Stock	02/27/2015		M		5,046	A	\$ 0
							7,084 <sup>(1)</sup>
Common Stock	02/27/2015		D		5,046	D	\$ 90.37
							2,038 <sup>(1)</sup>
Common Stock	03/02/2015		M		15,000	A	\$ 68.98
							17,038 <sup>(1)</sup>

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Common Stock	03/02/2015	S	15,000	D	\$ 90.13 <u>(3)</u>	2,038 <sup>(1)</sup>	D	
Common Stock						327,931	I	By the Russell Goldsmith Trust
Common Stock						7,985	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust
Common Stock						2,860,000	I	By the Goldsmith Family Partnership
Common Stock						244,930	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						2,994	I	By CNC Profit Sharing Plan <sup>(1)</sup>
Common Stock						82,405	I	As Trustee of the Grove Trust II

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Common Stock 750 I By Nate Mack L.L.C. <sup>(4)</sup>

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)	\$ 68.98	02/27/2015		M	19,100	<sup>(5)</sup> 03/10/2015	Common Stock	19,100
Cash Settled Restricted Stock Units	\$ 0	02/27/2015		M	5,046	<sup>(6)</sup> <sup>(6)</sup>	Common Stock	5,046
Employee Stock Options (Right to Buy)	\$ 68.98	03/02/2015		M	15,000	<sup>(5)</sup> 03/10/2015	Common Stock	15,000

## Reporting Owners

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

## Signatures

/s/ Russell  
Goldsmith

03/02/2015

\*\*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) Includes 2,994 shares held in the reporting person's City National Corporation Profit Sharing Plan as of February 27, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.56 to \$90.71, inclusive. The reporting person undertakes to provide to City National Corporation, any security holder of City 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 (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.07 to \$90.24, inclusive. The reporting person undertakes to provide to City National Corporation, any security holder of City 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 (2) to this Form 4.

(3) 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 these securities, for purposes of Section 16 or for any other purpose.

(4) The stock options vested in four equal installments beginning March 11, 2006.

(5) Each cash-settled restricted stock unit is valued upon vesting based on the value of one (1) share of City National Corporation common stock and settles in cash on each vesting date. The cash-settled restricted stock units vest in four equal installments annually beginning on February 27, 2015.

(6) 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.