

CITY NATIONAL CORP

Form 4

March 11, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
03/08/2013

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Stock                       | 03/08/2013                              |   | M                                       | 11,331 A  | \$<br>23.68  | 30,612  | D   |
| Common<br>Stock                       | 03/08/2013                              |   | M                                       | 15,000 A  | \$<br>34.11  | 45,612  | D   |
| Common<br>Stock                       | 03/08/2013                              |   | S                                       | 26,331 D  | \$<br>56.95<br>(1)   | 19,281  | D   |
| Common<br>Stock                       | 03/11/2013                              |   | M                                       | 30,851 A  | \$<br>34.11  | 50,132  | D   |
| Common<br>Stock                       | 03/11/2013                              |   | S                                       | 30,851 D  | \$<br>57.22  | 19,281  | D   |

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(2)

|              |           |   |  |
|--------------|-----------|---|--|
| Common Stock | 347,924   | I | By the Russell Goldsmith Trust                           |
| Common Stock | 10,985    | I | As Trustee of the ELM 2006 Charitable Annuity Lead Trust |
| Common Stock | 2,860,000 | I | By the Goldsmith Family Partnership                      |
| Common Stock | 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 <sup>(3)</sup>                |
| Common Stock | 7,500     | I | By MKB Co. Ltd. <sup>(4)</sup>                           |
| 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.

**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 23.68   | 03/08/2013                              |   | M                                    | 11,331   | <u>(5)</u>   | 03/05/2019         | Common<br>Stock   | 11,331                              |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 34.11   | 03/08/2013                              |   | M                                    | 15,000   | <u>(6)</u>   | 07/21/2009         | Common<br>Stock   | 15,000                              |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 34.11   | 03/11/2013                              |   | M                                    | 30,851   | <u>(6)</u>   | 07/21/2009         | Common<br>Stock   | 30,851                              |

## Reporting Owners

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

## Signatures

Russell D.  
Goldsmith

03/11/2013

    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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.70 to \$57.20 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 (1) 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 \$57.00 to \$57.40 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) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of March 8, 2013.

(4) 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.

(5) The stock options vest in four equal installments beginning March 6, 2010.

(6) The stock options vest in four equal installments beginning July 22, 2010.

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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