CITY NATIONAL CORP

Form 4

February 11, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **GOLDSMITH RUSSELL D**

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CITY NATIONAL CORP [CYN]

(Check all applicable)

400 N. ROXBURY DRIVE

3. Date of Earliest Transaction

(Month/Day/Year)

X Director X_ Officer (give title _X__ 10% Owner _ Other (specify

02/09/2010

below) President and CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BEVERLY HILLS, CA 90210

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	rities Acqu	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose	d of (D)	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	02/09/2010		Code V S	Amount 100	(D)	Price \$ 47.28	249,720	D	
Common Stock	02/09/2010		S	200	D	\$ 47.335	249,520	D	
Common Stock	02/09/2010		S	1,400	D	\$ 47.34	248,120	D	
Common Stock	02/09/2010		S	500	D	\$ 47.35	247,620	D	
Common Stock	02/09/2010		S	300	D	\$ 47.355	247,320	D	

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Common Stock	02/09/2010	S	300	D	\$ 47.36	247,020	D	
Common Stock	02/09/2010	S	400	D	\$ 47.365	246,620	D	
Common Stock	02/09/2010	S	700	D	\$ 47.38	245,920	D	
Common Stock	02/09/2010	S	800	D	\$ 47.39	245,120	D	
Common Stock	02/09/2010	S	400	D	\$ 47.4	244,720	D	
Common Stock	02/09/2010	S	1,100	D	\$ 47.405	243,620	D	
Common Stock	02/09/2010	S	400	D	\$ 47.435	243,220	D	
Common Stock	02/09/2010	S	161	D	\$ 47.46	243,059	D	
Common Stock	02/09/2010	S	339	D	\$ 47.47	242,720	D	
Common Stock	02/09/2010	S	29	D	\$ 47.51	242,691	D	
Common Stock	02/09/2010	S	300	D	\$ 47.52	242,391	D	
Common Stock	02/09/2010	S	1,000	D	\$ 47.57	241,391	D	
Common Stock	02/09/2010	S	400	D	\$ 47.58	240,991	D	
Common Stock	02/09/2010	S	471	D	\$ 47.59	240,520	D	
Common Stock	02/09/2010	S	800	D	\$ 47.6	239,720	D	
Common Stock						2,860,000	I	By the Goldsmith Family Partnership
Common Stock						42,240	I	By the Russell Goldsmith Trust
Common Stock						304,930	I	By Maple Pine Limited Partnership

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Common Stock	30,000	I	As Trustee of the ELM 2006 Charitable Annuity Lead Trust				
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	1,222	I	By California Quintent LLC				
Common Stock	8	I	As Trustee of the West LA Investment Trust No. 1-R				
Common Stock	2,744	I	By CNC Profit Sharing Plan (1)				
Common Stock	7,500	I	By MKB Co. Ltd. <u>(2)</u>				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date or

or Number Trans

(Insti

Number of Shares

Reporting Owners

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

Signatures

Michael B. Cahill, Attorney-in-Fact 02/10/2010

**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) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of January 31, 2010.
- (2) 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.

Remarks:

Filing 2 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. 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.

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