

CITY NATIONAL CORP
 Form 4
 February 11, 2010

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)
02/09/2010

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/09/2010		S	100	D \$ 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

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. ⁽²⁾

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	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. Nu Deriv Secur Bene Own Follo Repo
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				Disposed of (D) (Instr. 3, 4, and 5)					
Code	V	(A)	(D)	Date	Expiration	Title	Amount		
				Exercisable	Date		or		
							Number		
							of		
							Shares		

Trans
(Instr

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

Michael B. Cahill, Attorney-in-Fact	02/10/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.