

CITY NATIONAL CORP  
Form 4  
July 31, 2008

**FORM 4**

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

OMB APPROVAL

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

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)  
07/30/2008

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				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)
			Code	V	Amount	Price			
Common Stock	07/30/2008		M		22,700	A \$ 33	210,900	D	
Common Stock	07/30/2008		S		2,300	D \$ 48	208,600	D	
Common Stock	07/30/2008		S		400	D \$ 48.01	208,200	D	
Common Stock	07/30/2008		S		100	D \$ 48.07	208,100	D	
Common Stock	07/30/2008		S		100	D \$ 48.09	208,000	D	

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Common Stock	07/30/2008	S	200	D	\$ 48.1	207,800	D
Common Stock	07/30/2008	S	400	D	\$ 48.11	207,400	D
Common Stock	07/30/2008	S	1,000	D	\$ 48.25	206,400	D
Common Stock	07/30/2008	S	2,300	D	\$ 48.5	204,100	D
Common Stock	07/30/2008	S	1,500	D	\$ 48.52	202,600	D
Common Stock	07/30/2008	S	200	D	\$ 48.53	202,400	D
Common Stock	07/30/2008	S	500	D	\$ 48.659	201,900	D
Common Stock	07/30/2008	S	300	D	\$ 48.71	201,600	D
Common Stock	07/30/2008	S	200	D	\$ 48.72	201,400	D
Common Stock	07/30/2008	S	5,000	D	\$ 48.75	196,400	D
Common Stock	07/30/2008	S	1,500	D	\$ 48.8301	194,900	D
Common Stock	07/30/2008	S	500	D	\$ 48.8401	194,400	D
Common Stock	07/30/2008	S	500	D	\$ 48.852	193,900	D
Common Stock	07/30/2008	S	500	D	\$ 48.9001	193,400	D
Common Stock	07/30/2008	S	3,700	D	\$ 49	189,700	D
Common Stock	07/30/2008	S	500	D	\$ 49.0401	189,200	D
Common Stock	07/30/2008	S	100	D	\$ 49.36	189,100	D
Common Stock	07/30/2008	S	300	D	\$ 49.42	188,800	D
Common Stock	07/30/2008	S	400	D	\$ 49.43	188,400	D
Common Stock	07/30/2008	S	100	D	\$ 49.53	188,300	D
	07/30/2008	S	100	D	\$ 49.57	188,200	D

Common  
Stock

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)	
						Date Exercisable	Expiration Date		
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 33	07/30/2008		M	22,700	(1)	09/22/2008	Common Stock	22,700

## 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

Russell D. Goldsmith, by Michael B. Cahill,  
Attorney-in-Fact  
07/31/2008

\_\_\_\_\_  
\*\*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 stock options vested in four equal annual installments beginning on February 22, 1999.

**Remarks:**

Filing 1 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.