

CITY NATIONAL CORP  
Form 8-K  
May 15, 2009

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 15, 2009**

**City National Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-10521**

(Commission File Number)

**95-2568550**

(IRS Employer Identification  
No.)

**City National Center, 400 North Roxbury Drive, Beverly Hills, California**

(Address of principal executive offices)

**90210**

(Zip Code)

Registrant's telephone number, including area code **(310) 888-6000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. OTHER EVENTS.**

On May 15, 2009, City National Corporation (the Company ) completed the issuance and sale of 420,000 shares of its common stock, par value \$1.00 per share (the Common Stock ), pursuant to the exercise in full of the Underwriters' over-allotment option set forth in the Underwriting Agreement (the Underwriting Agreement ) dated May 5, 2009 between the Company and Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters named therein. The shares of Common Stock were sold pursuant to the prospectus supplement, filed with the Securities and Exchange Commission (the Commission ) on May 5, 2009, to the accompanying prospectus filed with the Commission on December 18, 2008, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-156275).

A copy of the Underwriting Agreement is attached as Exhibit 1.1 and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

The following exhibits are filed herewith:

<u>EXHIBIT</u> <u>NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
1.1	Underwriting Agreement, between the Company and Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the Underwriters, dated May 5, 2009, incorporated by reference to Exhibit 1.1 of the Company's Current Report on Form 8-K filed May 8, 2009 and dated May 5, 2009.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 15, 2009

CITY NATIONAL CORPORATION

By: /s/ Michael B. Cahill  
Michael B. Cahill  
*Executive Vice President,  
Corporate Secretary and General Counsel  
(Authorized Officer)*

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**INDEX TO EXHIBITS**

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