### Edgar Filing: CITY NATIONAL CORP - Form 4

CITY NAT	IONAL CORP								
Form 4									
May 18, 20	12								
FORM	ЛД						PPROVAL		
	UNITED		RITIES AND EX ashington, D.C. 20		E COMMISSION	OMB Number:	3235-0287		
Check t						Expires:	January 31,		
if no lor subject		MENT OF CHA	NGES IN BENEF	FICIAL O	WNERSHIP OF	•	2005 average		
Section			SECURITIES			Estimated average burden hours per			
Form 4	or					response	•		
Form 5 obligati			16(a) of the Securi						
may coi			Utility Holding Cor	· ·		on			
<i>See</i> Inst 1(b).		30(h) of the $1$	Investment Compar	ny Act of 1	.940				
(Print or Type	Responses)								
(I mit of Type	Treeponses)								
	Address of Reporting		Icon			5. Relationship of Reporting Person(s) to Issuer			
		•	NATIONAL COR	P [CYN]					
(Last)	(First) (		of Earliest Transaction		(Check all applicable)				
			/Day/Year)	X Director	X 10	% Owner			
400 N. RO	XBURY DRIVE	05/16/	-	X Officer (give title Other (specify					
		00110			below)	below) sident and CEC	h		
				_					
	(Street)		nendment, Date Origina	al	6. Individual or Joint/Group Filing(Check				
Filed(Mo			onth/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
BEVERLY	Y HILLS, CA 902	10			Form filed by Person				
(City)	(State)	(Zip) Ta	ble I - Non-Derivative	e Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securit			6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired			Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	CodeDisposed(Instr. 8)(Instr. 3, 4)		•	(D) or Indirect (I)	Ownership		
		(Wolding Duy Tear)	(1150.0) (1150.0,	r und 5)		(Instr. 4)	(Instr. 4)		
				(A)	Reported				
				(A) or	Transaction(s)				
			Code V Amount	(D) Price	(Instr. 3 and 4)				
D 1 1 D									
Reminder: Re	port on a separate line	e for each class of se	curities beneficially ow	ned 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.

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	) (Instr.	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Fund Units (SERP)	(1)	05/16/2012	А		838		(2)	(2)	Common Stock	838	\$ 49.9:

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
GOLDSMITH RUSSELL D 400 N. ROXBURY DRIVE BEVERLY HILLS, CA 90210	Х	Х	President and CEO					
<b>A</b> 1 .								

### Signatures

/s/ Russell	05/17/2012		
Goldsmith	03/1//2012		
<u>**</u> Signature of	Date		

Reporting Person

# **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).

The Stock Fund Units accrued as dividend equivalent units on Stock Fund Units already held in the CNC Stock Fund. The number of(1) Stock Fund Units accrued was determined based on the closing price of the CNC Stock on the dividend payable date. Each Stock Fund Unit is the economic equivalent of one share of CNC Common Stock.

(2) The Stock Fund Units will be distributed in CNC stock upon termination, or following retirement on the date or dates specified by the 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.