

CITY NATIONAL CORP  
 Form 4  
 May 19, 2008

**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)  
**05/16/2008**

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/16/2008		M		5,000 A \$ 33	193,200	D
Common Stock	05/16/2008		S		1,500 D \$ 50	191,700	D
Common Stock	05/16/2008		S		100 D \$ 50.02	191,600	D
Common Stock	05/16/2008		S		200 D \$ 50.05	191,400	D
Common Stock	05/16/2008		S		800 D \$ 50.1	190,600	D

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Common Stock	05/16/2008	S	200	D	\$ 50.11	190,400	D	
Common Stock	05/16/2008	S	100	D	\$ 50.12	190,300	D	
Common Stock	05/16/2008	S	1,000	D	\$ 50.15	189,300	D	
Common Stock	05/16/2008	S	300	A	\$ 50.16	189,000	D	
Common Stock	05/16/2008	S	100	D	\$ 50.17	188,900	D	
Common Stock	05/16/2008	S	100	D	\$ 50.19	188,800	D	
Common Stock	05/16/2008	S	300	D	\$ 50.2	188,500	D	
Common Stock	05/16/2008	S	100	D	\$ 50.21	188,400	D	
Common Stock	05/16/2008	S	100	D	\$ 50.24	188,300	D	
Common Stock	05/16/2008	S	100	D	\$ 50.25	188,200	D	
Common Stock	05/19/2008	M	4,500	A	\$ 33	192,700	D	
Common Stock	05/19/2008	S	4,000	D	\$ 50	188,700	D	
Common Stock	05/19/2008	S	500	D	\$ 50.3	188,200	D	
Common Stock						2,615	I	By CNC Profit Sharing Plan <sup>(1)</sup>
Common Stock						2,860,000	I	By the Goldsmith Family Partnership
Common Stock						417,240	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		7,500	I	By MKB Co. Ltd.
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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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)	8. Amount or Number	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of	Shares
Employee Stock Option (Right to Buy)	\$ 33	05/16/2008	M	5,000	(2)	09/22/2008	Common Stock	5,000	
Employee Stock Option (Right to Buy)	\$ 33	05/19/2008	M	4,500	(2)	09/22/2008	Common Stock	4,500	

## 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

05/19/2008

\_\_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) Shares held in the Reporting Person's City National Corporation Profit Sharing Plan account as of April 30, 2008.
- (2) The stock options vested in four equal annual installments beginning on February 22, 1999.

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.