

CITY NATIONAL CORP
Form 4/A
January 03, 2014

FORM 4

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

OMB APPROVAL

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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 BRAM

(Last) (First) (Middle)

400 N. ROXBURY DRIVE, 8TH FLOOR

(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)

12/18/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

12/19/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman Emeritus of the Board

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)
Common Stock				(A) or (D)	2,624,672 ⁽¹⁾	I	As Trustee of the Goldsmith Family Trust
Common Stock				(A) or (D)	567,989	I	As Co-Trustee of the Elaine Goldsmith Revocable Trust
Common Stock				(A) or (D)	43,736	I	As Trustee of the Oak

Common Stock	43,312	I	Trust A-2 By CNC Profit Sharing Plan <u>(2)</u>
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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH BRAM 400 N. ROXBURY DRIVE, 8TH FLOOR BEVERLY HILLS, CA 90210	X			Chairman Emeritus of the Board

Signatures

/s/ Michael B. Cahill,
Attorney-in-Fact

01/03/2014

__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 original filing on Form 4 erroneously reported a sale of 13,000 shares by the Goldsmith Family Trust on December 18, 2013. The sale on that date actually was made by the Goldsmith Family Foundation, a tax-exempt charitable foundation of which Bram Goldsmith is

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a director and officer. Bram Goldsmith has not reported the sale by the Foundation because he had no pecuniary interest in such sale. It is unlawful for a party other than the Foundation to have such an interest (i.e., an opportunity to profit) in transactions by a charitable foundation that is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code, and no opportunity to profit by Mr. Goldsmith existed with respect to the sale by the Foundation.

(2) Shares held in the reporting person's City National Corporation Profit Sharing Plan as of December 17, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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