

CITY NATIONAL CORP  
Form S-8 POS  
June 03, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**CITY NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-2568550**  
(I.R.S. Employer  
Identification No.)

**400 North Roxbury Drive, Beverly Hills, California, 90210**

(Address of Principal Executive Offices) (Zip Code)

**CITY NATIONAL CORPORATION AMENDED AND RESTATED 2002 OMNIBUS PLAN**

(Full title of the plan)

**Michael B. Cahill, Executive Vice President, General Counsel and Secretary**

**City National Corporation**

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**555 S. Flower Street**

**Los Angeles, CA 90071**

(Name and address of agent for service)

**213-673-9500**

(Telephone number, including area code, of agent for  
service)

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**EXPLANATORY STATEMENT**

A total of 5,000,000 shares of common stock of City National Corporation, a Delaware corporation (the Company or Registrant ) were registered in connection with the Company s original 2002 Omnibus Plan (as amended, the 2002 Plan ), which shares were registered on the Company s Form S-8 (File No. 333-88118), filed as of May 13, 2002, as amended by the Post-Effective Amendment No. 1 to Form S-8 filed July 30, 2004 (as amended, the 2002 Plan S-8 ). On April 23, 2008, the stockholders of the Company approved the 2008 Omnibus Plan (the 2008 Plan ). Of the shares registered in connection with the 2002 Plan, 612,856 shares have not been issued and are not subject to issuance upon the exercise of outstanding awards granted under the 2002 Plan. Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth in the Division of Corporation Finance s Manual of Publicly Available Telephone Interpretations dated July 1997 (see G. Securities Act Forms, number 89), 612,856 shares of the Company s common stock registered on the 2002 Plan S-8 are carried forward to, and deemed covered by, the registration statement on the separate Form S-8 being filed concurrently herewith in connection with the 2008 Omnibus Plan (the 2008 Plan S-8 ).

In addition to the 612,856 shares being carried forward from the 2002 Plan, any shares that are not issued pursuant to any unexercised, unvested or undistributed portion of any expired, cancelled, terminated or forfeited award under the 2002 Plan will be carried forward for issuance in connection with the 2008 Plan and deemed covered by the 2008 Plan S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference.**

Pursuant to General Instruction E to Form S-8, the contents of the 2002 Plan S-8 filed by the Company with respect to securities offered pursuant to the 2002 Plan are hereby incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beverly Hills, State of California, on May 30, 2008.

**City National Corporation**  
Registrant

By: /s/ Russell Goldsmith  
Russell Goldsmith  
Chief Executive Officer, President and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<b>/s/ Russell Goldsmith</b> <b>Russell Goldsmith</b>	President and Chief Executive Officer and Director (Principal Executive Officer)	May 30, 2008
<b>/s/ Christopher J. Carey</b> <b>Christopher J. Carey</b>	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 30, 2008
<b>/s/ Bram Goldsmith</b> <b>Bram Goldsmith</b>	Chairman of the Board and Director	May 30, 2008
<b>/s/ Christopher J. Warmuth</b> <b>Christopher J. Warmuth</b>	Executive Vice President and Director	May 30, 2008
<b>/s/ Richard L. Bloch</b> <b>Richard L. Bloch</b>	Director	May 30, 2008
<b>/s/ Kenneth L. Coleman</b> <b>Kenneth L. Coleman</b>	Director	May 30, 2008
<b>/s/ Ashok Israni</b> <b>Ashok Israni</b>	Director	May 30, 2008

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<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<b>/s/ Linda M. Griego Linda M. Griego</b>	Director	May 30, 2008
<b>/s/ Michael L. Meyer Michael L. Meyer</b>	Director	May 30, 2008
<b>/s/ Ronald L. Olson Ronald L. Olson</b>	Director	May 30, 2008
<b>/s/ Bruce Rosenblum Bruce Rosenblum</b>	Director	May 30, 2008
<b>/s/ Peter M. Thomas Peter M. Thomas</b>	Director	May 30, 2008
<b>/s/ Kenneth Ziffren Kenneth Ziffren</b>	Director	May 30, 2008