

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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

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)

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.

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

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