

CITY NATIONAL CORP
Form S-8 POS
July 30, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO.1 TO FORM S-8

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

(Exact name of registrant as specified in its charter)

CITY NATIONAL CORPORATION

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
400 North Roxbury Drive
Beverly Hills, California 90210
(Name and address of agent for service)

310-888-6266
(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 originally registered in connection with the original 2002 Omnibus Plan of the Company pursuant to the Company's Form S-8 (File No. 333-88118) (the 2002 S-8), filed as of May 13, 2002. On April 28, 2004, the stockholders of the Company approved the Amended and Restated 2002 Omnibus Plan (the Amended 2002 Plan) pursuant to which a maximum of 3,904,438 shares may be delivered pursuant to Awards, subject to adjustment as set forth in the plan. Of the 5,000,000 shares originally registered pursuant to the 2002 S-8, 3,705,142 shares have not been issued and are not subject to issuance upon the exercise of outstanding options granted under the 2002 Plan. Accordingly, 3,705,142 shares of the Company's common stock registered under the 2002 S-8 continue to be covered by the 2002 S-8, as amended by this Post-Effective Amendment No.1 to Form S-8 filed in connection with the Amended 2002 Plan (the Amended 2002 S-8).

Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth at pages 123-124 of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations dated July 1997 (see G. Securities Act Forms, number 89), (a) 146,641 shares of the Company's common stock registered in connection with the Company's 2001 Stock Option Plan pursuant to the Company's Form S-8 (File No. 333-61854) (the 2001 S-8) and (b) 52,655 shares of the Company's common stock registered in connection with the Company's 1995 Omnibus Plan pursuant to the Company's Form S-8 (File No. 333-01993) (the 1995 S-8) (being the respective number of shares not issued and not subject to issuance upon the exercise of outstanding options granted under the foregoing plans) are being carried forward from the 2001 S-8 and 1995 S-8, respectively, and deemed covered by this Amended 2002 S-8. No additional registration fee is due with respect to the shares covered by this Amended 2002 S-8 as all were covered by prior Forms S-8.

In addition to the shares being carried forward from the 1995 Omnibus Plan and the 2001 Stock Option Plan, any shares that are not issued pursuant to outstanding options granted under either of the foregoing plans or under the Company's 1999 Omnibus Plan, such as when a currently outstanding option expires, is cancelled, terminated or is forfeited, will be carried forward for issuance in connection with the Amended 2002 Plan and deemed covered by this Amended 2002 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 1995 S-8 and 2001 S-8 filed by the Company with respect to securities offered pursuant to the 2001 Stock Option Plan and the 1995 Omnibus Plan are hereby incorporated by reference herein.

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Signatures

The Registrant. 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 July 28, 2004.

(Registrant) CITY NATIONAL CORPORATION

By (Signature and Title) /s/ RUSSELL GOLDSMITH

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/ BRAM GOLDSMITH Bram Goldsmith	Chairman of the Board and Director	July 28, 2004
/s/ RUSSELL GOLDSMITH Russell Goldsmith	Vice Chairman and Chief Executive Officer and Director (Principal Executive Officer)	July 28, 2004
/s/ CHRISTOPHER J. CAREY Christopher J. Carey	Chief Financial Officer and Treasurer (Principal Financial Officer)	July 28, 2004
/s/ STEPHEN D. MCAVOY Stephen D. McAvoy	Controller (Principal Accounting Officer)	July 28, 2004
/s/ GEORGE H. BENTER, JR. George H. Benter, Jr.	President and Director	July 28, 2004
/s/ RICHARD L. BLOCH Richard L. Bloch	Director	July 28, 2004
/s/ KENNETH L. COLEMAN Kenneth L. Coleman	Director	July 28, 2004
/s/ MICHAEL L. MEYER Michael L. Meyer	Director	July 28, 2004
/s/ RONALD L. OLSON Ronald L. Olson	Director	July 28, 2004

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/s/ PETER M. THOMAS
Peter M. Thomas

Director

July 28, 2004

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/s/ BOB TUTTLE Bob Tuttle	Director	July 28, 2004
/s/ ANDREA VAN DE KAMP Andrea Van De Kamp	Director	July 28, 2004
/s/ KENNETH ZIFFREN Kenneth Ziffren	Director	July 28, 2004