

CITY HOLDING CO
Form 4
February 09, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STILWELL CRAIG G

(Last) (First) (Middle)
25 GATEWATER ROAD
(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2015

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)
EVP Retail Banking

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 or Price | | |
| Common Stock | 02/06/2015 | | M | | 3,000 A \$ 28.15 | 36,344 | D |
| Common Stock | 02/06/2015 | | S | | 2,771 D \$ 46.1563 | 33,573 | D |
| Common Stock | 02/06/2015 | | S | | 229 D \$ 46.05 | 33,344 | D |
| Common Stock | | | | | | 1,635.6521 (1) | I by 401(k) Plan & Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|---------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares | |
| Stock Option to Buy | \$ 39.34 | | | | | | (2) | 02/27/2017 | Common Stock | 10,000 |
| Stock Option to Buy | \$ 40.88 | | | | | | | 03/26/2013 03/25/2018 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 28.15 | 02/06/2015 | | M | | 3,000 | | 03/25/2014 03/24/2019 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 32.09 | | | | | | | 02/26/2015 02/25/2020 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 35.09 | | | | | | | 03/30/2016 03/29/2021 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 35.39 | | | | | | | 03/28/2017 03/27/2022 | Common Stock | 3,234 |
| Stock Option to Buy | \$ 37.74 | | | | | | | 02/27/2018 02/26/2023 | Common Stock | 3,234 |
| Stock Option to Buy | \$ 44.43 | | | | | | | 03/26/2017 03/25/2024 | Common Stock | 967 (3) |
| Stock Option to Buy | \$ 44.43 | | | | | | | 03/26/2018 03/25/2024 | Common Stock | 967 (3) |

Stock
 Option to Buy \$ 44.43 03/26/2019 03/25/2024 Common Stock 968 ⁽³⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313 | | | | EVP Retail Banking |

Signatures

Victoria A. Faw,
 attorney-in-fact 02/09/2015

__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) Includes shares acquired pursuant to the Company's 401(k) Plan & Trust during the fiscal year in transactions exempt from 16b under old Rule 16a8(b). Share totals are reported as of the 12/31/2014 valuation date.
 - (2) Options will vest and become exercisable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012. All options awarded pursuant to this grant have vested.
 - (3) Options granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.

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.