

CITY HOLDING CO
Form 4
February 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
DERITO JOHN A

(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)
02/24/2016

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, Commercial 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price (2)		
Common Stock	02/24/2016		A		1,355 (1)	A	\$ 0 (2) 23,303 D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. P Der Sec (Ins
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option to Buy	\$ 0	02/24/2016		A		<u>977</u> (3)		02/24/2019 02/23/2026	Common Stock 977
Stock Option to Buy	\$ 0	02/24/2016		A		<u>977</u> (3)		02/24/2020 02/23/2026	Common Stock 977
Stock Option to Buy	\$ 0	02/24/2016		A		<u>977</u> (3)		02/24/2021 02/23/2026	Common Stock 977
Stock Option to Buy	\$ 40.88							03/26/2013 03/25/2018	Common Stock 2,500
Stock Option to Buy	\$ 32.09							02/26/2015 02/25/2020	Common Stock 2,500
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 2,687
Stock Option to Buy	\$ 37.74							02/27/2018 02/26/2023	Common Stock 2,687
Stock Option to Buy	\$ 44.43							03/26/2017 03/25/2024	Common Stock 807 <u>(3)</u>
Stock Option to Buy	\$ 44.43							03/26/2018 03/25/2024	Common Stock 807 <u>(3)</u>
Stock Option	\$ 44.43							03/26/2019 03/25/2024	Common Stock 807 <u>(3)</u>

to Buy					
Stock					
Option	\$ 46.61		02/26/2018	02/25/2025	Common Stock
to Buy					600 ⁽³⁾
Stock					
Option	\$ 46.61		02/26/2019	02/25/2025	Common Stock
to Buy					600 ⁽³⁾
Stock					
Option	\$ 46.61		02/26/2020	02/25/2025	Common Stock
to Buy					600 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313				EVP, Commercial Banking

Signatures

Victoria A. Faw, Attorney-in-Fact	02/29/2016
**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) Restricted shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (2) For purposes of establishing a value of the stock award, the Company has determined that \$43.73 per share, or 100% of the fair market value of the Company's common stock on 2/24/2016, the date of grant for the award, is appropriate.
- (3) Options shares 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.