

CITY HOLDING CO  
Form 4  
May 02, 2016

**FORM 4**

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

OMB APPROVAL

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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)  
04/28/2016

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 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 (A) or (D) Price		
Common Stock	04/28/2016		M		3,000 A \$ 32.09	41,429	D
Common Stock	04/28/2016		M		3,000 A \$ 35.09	44,429	D
Common Stock	04/28/2016		S		4,200 D \$ 49.1054	40,229	D
Common Stock	04/28/2016		S		2,372 D \$ 49.297	37,857	D
Common Stock						1,686.6457 (1)	I by 401(k) Plan & amp;

Trust

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

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(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 (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)	Date Exercisable	Expiration Date	Title	
Stock Option to Buy	\$ 32.09	04/28/2016		M	3,000	02/26/2015	02/25/2020	Common Stock	3,000
Stock Option to Buy	\$ 35.09	04/28/2016		M	3,000	03/30/2016	03/29/2021	Common Stock	3,000
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	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 <sup>(2)</sup>
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	967 <sup>(2)</sup>
Stock Option	\$ 44.43					03/26/2019	03/25/2024	Common Stock	968 <sup>(2)</sup>

to Buy					
Stock Option to Buy	\$ 46.61	02/26/2018	02/25/2025	Common Stock	1,015 <u>(2)</u>
Stock Option to Buy	\$ 46.61	02/26/2019	02/25/2025	Common Stock	1,015 <u>(2)</u>
Stock Option to Buy	\$ 46.61	02/26/2020	02/25/2025	Common Stock	1,017 <u>(2)</u>
Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	1,898 <u>(2)</u>
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	1,898 <u>(2)</u>
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	1,898 <u>(2)</u>

## 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

05/02/2016

\_\_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) 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 12/31/2015 plan valuation date.
- (2) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.

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