

CITY HOLDING CO
Form 4/A
July 30, 2013

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 *
HAGEBOECK CHARLES R

(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)
07/26/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
07/30/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/26/2013		M		7,100 A \$ 32.925	61,013	D
Common Stock	07/26/2013		S		3,100 D \$ 45	57,913	D
Common Stock	07/26/2013		S		1,000 D \$ 45.0012	56,913	D
Common Stock	07/26/2013		S		1,000 D \$ 45.0005	55,913	D
Common Stock	07/26/2013		S		1,000 D \$ 45.001	54,913	D

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Common Stock	07/26/2013	S	1,000	D	\$ 45.0025	53,913	D	
Common Stock						5,650	I	by spouse, Samantha
Common Stock						15	I	custodian for son, Charles J.
Common Stock						1,508.6728 <u>(1)</u>	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.

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 32.925	07/26/2013		M	7,100	<u>(2)</u>	01/30/2015	Common Stock	7,100
Stock Option to Buy	\$ 39.34					<u>(3)</u>	02/27/2017	Common Stock	37,500
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	6,250
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	6,250
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	6,250

