

CITY HOLDING CO  
Form 4  
August 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
07/30/2015

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	(D)	Price
Common Stock	07/30/2015		M		10,000	A	\$ 39.34 45,798
Common Stock	07/30/2015		S		300	D	\$ 47.8 45,498
Common Stock	07/30/2015		S		600	D	\$ 47.81 44,898
Common Stock	07/30/2015		S		1,600	D	\$ 47.82 43,298
Common Stock	07/30/2015		S		100	D	\$ 47.825 43,198

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Common Stock	07/30/2015		S	500	D	\$ 47.83	42,698	D	
Common Stock	07/30/2015		S	100	D	\$ 47.84	42,598	D	
Common Stock	07/30/2015		S	1,400	D	\$ 47.85	41,198	D	
Common Stock	07/30/2015		S	300	D	\$ 47.86	40,898	D	
Common Stock	07/30/2015		S	100	D	\$ 47.87	40,798	D	
Common Stock	07/30/2015		S	91	D	\$ 47.88	40,707	D	
Common Stock	07/30/2015		S	400	D	\$ 47.89	40,307	D	
Common Stock	07/30/2015		S	100	D	\$ 47.8926	40,207	D	
Common Stock	07/30/2015		S	2,109	D	\$ 47.9	38,098	D	
Common Stock	07/30/2015		S	500	D	\$ 47.91	37,598	D	
Common Stock	07/30/2015		S	900	D	\$ 47.95	36,698	D	
Common Stock	07/30/2015		S	100	D	\$ 47.98	36,598	D	
Common Stock	07/30/2015		S	722	D	\$ 47.99	35,876	D	
Common Stock	07/30/2015		S	78	D	\$ 48.02	35,798	D	
Common Stock							1,635.6521	I	by 401(k) Plan & 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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 39.34	07/30/2015			M		10,000		(1)	02/27/2017	Common Stock	10,000
Stock Option to Buy	\$ 46.61								02/26/2018	02/25/2025	Common Stock	1,015
Stock Option to Buy	\$ 44.43								03/26/2017	03/25/2024	Common Stock	967
Stock Option to Buy	\$ 44.43								03/26/2018	03/25/2024	Common Stock	967
Stock Option to Buy	\$ 35.09								03/30/2016	03/29/2021	Common Stock	3,000
Stock Option to Buy	\$ 44.43								03/26/2019	03/25/2024	Common Stock	968
Stock Option to Buy	\$ 35.39								03/28/2017	03/27/2022	Common Stock	3,234
Stock Option to Buy	\$ 46.61								02/26/2019	02/25/2025	Common Stock	1,015
Stock Option to Buy	\$ 32.09								02/26/2015	02/25/2020	Common Stock	3,000
Stock Option to Buy	\$ 46.61								02/26/2020	02/25/2025	Common Stock	1,017
Stock Option to Buy	\$ 37.74								02/27/2018	02/26/2023	Common Stock	3,234
Stock Option to Buy	\$ 40.88								03/26/2013	03/25/2018	Common Stock	3,000

## 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

08/03/2015

\_\_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) 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.

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