CITY HOLDING CO

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

Form 4 March 02, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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**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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading STILWELL CRAIG G Symbol CITY HOLDING CO [CHCO]

(First) (Middle) (Last)

25 GATEWATER ROAD

(Street)

(State)

02/26/2015

3. Date of Earliest Transaction (Month/Day/Year) 02/26/2015

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below) below)

**EVP Retail Banking** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

CROSS LANES, WV 25313

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, i
(Instr. 3)		any
		(Month/Day/Vac

(Zip)

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

2,454 \$0 A 35,798 (2) (1)

(A)

Common Stock

Common

Stock

(City)

1,635.6521 (3) 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 **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number conf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 39.34					<u>(4)</u>	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	\$ 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 <u>(5)</u>
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	967 <u>(5)</u>
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	968 (5)
Stock Option to Buy	\$ 46.61	02/26/2015		A	1,015 (5)	02/26/2018	02/25/2025	Common Stock	1,015
Stock	\$ 46.61	02/26/2015		A	1,015	02/26/2019	02/25/2025	Common	1,015

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(5) Option Stock to Buy Stock 1,017 Common 02/26/2020 02/25/2025 1,017 Option \$ 46.61 02/26/2015 Α (5) Stock to Buy

### **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 03/02/2015

\*\*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) 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 \$46.61 per share, or 100% of the fair market value of the Company's common stock on 2/26/2015 the date of grant for the award, is appropriate.
- (3) 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.
- Options will vest and become exerciseable 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.
- (5) 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.

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