Edgar Filing: CITY HOLDING CO - Form 4

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Form 4	INGCO										
March 02, 20	15										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							т	PPROVAL			
		IAILS		hington,				000000	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES								Expires: Estimated a burden hou response	ted average hours per	
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a)) of the H	Public Uti		ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> LEGGE JEFFREY DALE			2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	iddle)	3. Date of Earliest Transaction					(Che	(Check an applicable)		
25 GATEWATER ROAD			(Month/Day/Year) 02/26/2015					Director 10% Owner X Officer (give title Other (specify below) SVP, CAO & CIO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CROSS LAN	NES, WV 25313							Form filed by Person	More than One Ro	eporting	
(City)	(State) (Z	Zip)	Table	e I - Non-De	erivative S	Securi	ties Ace	quired, Disposed o	of, or Beneficial	lly Owned	
(Instr. 3) any			amed3.4. Securitieson Date, ifTransactionAcquired (A) or CodeCodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
~				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/26/2015			А	930 <u>(1)</u>	А	(2)	6,540	D		
Common Stock								6,403.5685 <u>(3)</u>	Ι	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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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. Transacti Code (Instr. 8)	onof Derivative	````	te	(Instr. 3 and 4)		8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	1,250	
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	1,250	
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	1,196	
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	1,196	
Stock Option to Buy	\$ 44.43					03/26/2017	03/25/2024	Common Stock	383 <u>(4)</u>	
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	383 <u>(4)</u>	
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	383 <u>(4)</u>	
Stock Option to Buy	\$ 46.61	02/26/2015		А	384 (4)	02/26/2018	02/25/2025	Common Stock	384	
Stock Option to Buy	\$ 46.61	02/26/2015		А	384 (4)	02/26/2019	02/25/2025	Common Stock	384	
Stock Option to Buy	\$ 46.61	02/26/2015		А	386 (4)	02/26/2020	02/25/2025	Common Stock	386	

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
LEGGE JEFFREY DALE 25 GATEWATER ROAD CROSS LANES, WV 25313			SVP, CAO & CIO					
Signatures								
Victoria A. Faw, attorney-in-fact	03	/02/2015						
<u>**</u> Signature of Reporting Person		Date						
Explanation of Responses:								

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 plan valuation date.
- (4) 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.