## Edgar Filing: ROSSI JAMES L - Form 4

ROSSI JAM	ES L										
February 23,	2006										
FORM	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check thi if no long subject to Section 14 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pur Section 17(										
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> ROSSI JAMES L			2. Issuer Name <b>and</b> Ticker or Trading Symbol CITY HOLDING CO [CHCO]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 25 GATEWATER ROAD			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/22/2006</li></ul>					(Check all applicable) <u>X</u> Director Officer (give title 10% Owner Dther (specify below)			
				ndment, Dat th/Day/Year)	-			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	Table	- I - Non-D	erivative S	Securi	ities A.c	Person quired, Disposed (	of or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/22/2006			А	300	А	\$ 0 (1)	10,459	D		
Common Stock								266.0236	I	as custodian for son	

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
ROSSI JAMES L 25 GATEWATER ROAD CROSS LANES, WV 25313	Х								
Signatures									
Victoria A. Evans, attorney-in-fact	0.	2/23/2006							
<pre>**Signature of Reporting Person</pre>		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) For purposes of establishing a value of the stock award, the Company has determined that \$37.16 per share, or 100% of the fair market value of the Company's Common Stock on 2/22/2006, the Board approval date of the award, is appropriate.

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.