

HAGEBOECK CHARLES R
 Form 4
 July 16, 2018

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

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) (Middle)
25 GATEWATER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2018

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

(Street)
CROSS LANES, WV 25313

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	07/13/2018		M	V Amount (A) or (D) Price \$ 44.43	2,008 67,967	D	
Common Stock	07/13/2018		M	V Amount (A) or (D) Price \$ 46.61	1,978 69,945	D	
Common Stock					1,738.201 ⁽¹⁾	I	by 401(k) Plan and Trust
Common Stock					5,650	I	by spouse, Samantha

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 (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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option to Buy	\$ 44.43	07/13/2018		M	2,008	03/26/2018	03/25/2024	Common Stock	2,008 <u>(2)</u>
Stock Option to Buy	\$ 46.61	07/13/2018		M	1,978	02/26/2018	02/25/2025	Common Stock	1,978 <u>(2)</u>
Restricted Stock Unit	\$ 0 ⁽³⁾					<u>(4)</u>	<u>(4)</u>	Common Stock	1,749
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 <u>(2)</u>
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,978 <u>(2)</u>
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,980 <u>(2)</u>
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	3,660 <u>(2)</u>
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	3,660 <u>(2)</u>
Stock Option to Buy	\$ 43.73					02/24/2021	02/23/2026	Common Stock	3,660 <u>(2)</u>

Stock Option to Buy	\$ 66.32		02/22/2020	02/21/2027	Common Stock	2,524 (2)
Stock Option to Buy	\$ 66.32		02/22/2021	02/21/2027	Common Stock	2,524 (2)
Stock Option to Buy	\$ 66.32		02/22/2022	02/21/2027	Common Stock	2,524 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	X		President & CEO	

Signatures

Victoria A. Faw,
Attorney-in-Fact

07/16/2018

__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) 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 12/31/2017 plan valuation date.
- (2) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (4) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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