DERITO JOHN A Form 4

March 02, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 * **DERITO JOHN A**

(First) (Middle) (Last)

(Street)

25 GATEWATER ROAD

CROSS LANES, WV 25313

Common

2. Issuer Name and Ticker or Trading

Symbol

CITY HOLDING CO [CHCO] 3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) below)

EVP, Commercial 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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

(Month/Day/Year) (Instr. 8)

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

Securities Beneficially Owned Following Reported

5. Amount of

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

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

(9-02)

Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

22,843 D Stock

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)

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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. Transa Code (Instr.			ative ities ired rosed) . 3, 4,	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
Restricted Stock Unit	\$ 0 (1)	02/28/2018		A		657		<u>(2)</u>	(2)	Common Stock	657
Stock Option to Buy	\$ 37.74							02/27/2018	02/26/2023	Common Stock	2,687
Stock Option to Buy	\$ 44.43							03/26/2018	03/25/2024	Common Stock	807 (3)
Stock Option to Buy	\$ 44.43							03/26/2019	03/25/2024	Common Stock	807 (3)
Stock Option to Buy	\$ 46.61							02/26/2018	02/25/2025	Common Stock	600 (3)
Stock Option to Buy	\$ 46.61							02/26/2019	02/25/2025	Common Stock	600 (3)
Stock Option to Buy	\$ 46.61							02/26/2020	02/25/2025	Common Stock	600 (3)
Stock Option to Buy	\$ 43.73							02/24/2019	02/23/2026	Common Stock	977 (3)
Stock Option to Buy	\$ 43.73							02/24/2020	02/23/2026	Common Stock	977 (3)
Stock Option to Buy	\$ 43.73							02/24/2021	02/23/2026	Common Stock	977 (3)
Stock Option to Buy	\$ 66.32							02/22/2020	02/21/2027	Common Stock	1,033 (3)

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Stock Option to Buy	\$ 66.32	02/22/2021	02/21/2027	Common Stock	1,033 (3)
Stock Option to	\$ 66.32	02/22/2022	02/21/2027	Common Stock	1,034 (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313

EVP, Commercial Banking

Signatures

Victoria A. Faw, Attorney-in-Fact

**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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
- (3) Options shares 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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