

STILWELL CRAIG G
Form 4
April 24, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
STILWELL CRAIG G

(Last) (First) (Middle)
25 GATEWATER ROAD
(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Retail Banking

6. Individual or Joint/Group Filing (Check Applicable Line)
 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

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)
			Code	V	Amount or Price		
Common Stock	04/23/2018		M		585 A \$ 37.74	D	
Common Stock	04/23/2018		M		1,015 A \$ 46.61	D	
Common Stock	04/23/2018		S		1,600 D \$ 74.6277	D	
Common Stock	04/23/2018		S		3,750 D \$ 74.5552	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 37.74	04/23/2018		M		585		02/27/2018	02/26/2023	Common Stock	585
Stock Option to Buy	\$ 46.61	04/23/2018		M		1,015		02/26/2018	02/25/2025	Common Stock	1,015 ⁽¹⁾
Restricted Stock Unit	\$ 0 ⁽²⁾							⁽³⁾	⁽³⁾	Common Stock	893
Stock Option to Buy	\$ 44.43							03/26/2018	03/25/2024	Common Stock	967 ⁽¹⁾
Stock Option to Buy	\$ 44.43							03/26/2019	03/25/2024	Common Stock	968 ⁽¹⁾
Stock Option to Buy	\$ 46.61							02/26/2019	02/25/2025	Common Stock	1,015 ⁽¹⁾
Stock Option to Buy	\$ 46.61							02/26/2020	02/25/2025	Common Stock	1,017 ⁽¹⁾
Stock Option to Buy	\$ 43.73							02/24/2019	02/23/2026	Common Stock	1,898 ⁽¹⁾
Stock Option to Buy	\$ 43.73							02/24/2020	02/23/2026	Common Stock	1,898 ⁽¹⁾

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Stock					
Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	1,898 <u>(1)</u>
Stock					
Option to Buy	\$ 66.32	02/22/2020	02/21/2027	Common Stock	1,253 <u>(1)</u>
Stock					
Option to Buy	\$ 66.32	02/22/2021	02/21/2027	Common Stock	1,253 <u>(1)</u>
Stock					
Option to Buy	\$ 66.32	02/22/2022	02/21/2027	Common Stock	1,253 <u>(1)</u>

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

04/24/2018

**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) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (3) 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. 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.