MCLAUGHLIN PHILIP L

Form 4/A

February 22, 2011

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

### 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 [*] <br> **MCLAUGHLIN PHILIP L** <br><br> (Last)  (First)  (Middle) <br><br> **25 GATEWATER ROAD** <br><br> (Street) <br><br><br> **CROSS LANES, WV 25313** <br><br> (City)  (State)  (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> **CITY HOLDING CO [CHCO]** <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> **07/31/2009** <br><br> 4. If Amendment, Date Original Filed(Month/Day/Year) <br> **08/12/2009** | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) <br><br> __X__ Director  _____ 10% Owner <br> _____ Officer (give title _____ Other (specify below)  below) <br><br> 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ 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 | (A) or (D) | Price | | | |
| Common Stock | 07/31/2009 | | W | | 3,908 (2) | A | $ 0 | 35,220 | D | |
| Common Stock | | | | | | | | 4,474.1926 (1) | I | by 401(k) Plan & Trust |
| Common Stock | | | | | | | | 199 | I | by spouse, Paula |

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

**number.**

**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) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | Code | V | (A) | (D) | | | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MCLAUGHLIN PHILIP L<br>25 GATEWATER ROAD<br>CROSS LANES, WV 25313 | X | | | |

# Signatures

| | |
|---|---|
| Victoria A. Faw, attorney-in-fact | 02/22/2011 |
| **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 12/31/2008 plan valuation date.

(2) To correct the number of shares acquired as an inheritance under the will of Dorothy McLaughlin.

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.