Edgar Filing: ROSSI JAMES L - Form 4

DOCCLIANEC I

Form 4											
February 24, 2	4 UNITEI) STATES					NGE (COMMISSION		PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pu s nue. Section 17	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							burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)										
ROSSI JAMES L Symi			Symbol	2. Issuer Name and Ticker or Trading ymbol CITY HOLDING CO [CHCO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
25 GATEWATER ROAD (Month/Da 02/23/20 (Street) 4. If Amer Filed(Mont			3. Date of Earliest Transaction(Month/Day/Year)02/23/2011					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	NES, WV 2531							Person		porting	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			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	02/23/2011			Code V A	591	(D) A	Price \$ 0 (1)	13,074	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exer Expiration D		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securitie Acquire (A) or Dispose of (D) (Instr. 3)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed		Underlying Securities (Instr. 3 and	Security (Instr. 5) 4)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D) Date Exercisable	Expiration Date	Title Amou or Numb of Share	ber	

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. Faw, attorney-in-fact	02	2/24/2011					
<u>**</u> 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) For purposes of establishing a value of the stock award, the Company has determined that 33.79 per share, or 100% of the fair market value of the Company's common stock on 2/23/2011, the date of grant for 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.