STILWELL CRAIG G Form 4/A April 01, 2011

FORM 4

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * STILWELL CRAIG G

(First)

(Street)

(State)

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

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

03/30/2011

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below)

EVP Retail Banking

25 GATEWATER ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

04/01/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CROSS LANES, WV 25313

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)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

by 401(k) Plan & 1,427.8822 (1) I

D

Trust

Common Stock

Common

Stock

03/30/2011

1,000 28,240 A

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 28					(3)	02/25/2013	Common Stock	1,738	
Stock Option to Buy	\$ 33.9					(3)	02/24/2014	Common Stock	10,000	
Stock Option to Buy	\$ 31.32					<u>(4)</u>	02/24/2015	Common Stock	5,000	
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock	5,000	
Stock Option to Buy	\$ 39.34					(5)	02/27/2017	Common Stock	10,000	
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	3,000	
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	3,000	
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	3,000	
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	3,000	

8. Pri Deriv Secur (Instr

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 04/01/2011

**Signature of Reporting Person

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 12/31/2010 valuation date.
- (2) For purposes of establishing a value of the stock award, the Company has determined that \$35.09 per share, or 100% of the fair market value of the Company's common stock on 3/30/2011, the date of grant for the award, is appropriate.
- (3) Option awards are subject to value vesting and vest only when the stock achieves certain target threshholds. All options awarded pursuant to this grant have achieved their target threshholds and are vested.
- Options will vest and become exerciseable in five separate installments as follows: 1,000 on 2/25/2006; 1,000 on 2/25/2007; 1,000 on 2/25/2008; 1,000 on 2/25/2009; and 1,000 on 2/25/2010. All options awarded pursuant to this grant have vested.
- (5) Options will vest and become exerciseable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012.

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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