HAGEBOECK CHARLES R

Form 4

August 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * HAGEBOECK CHARLES R			2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
25 GATEWATER ROAD			08/12/2011	_X_ Officer (give title Other (specify below)		
				President & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CROSS LANES, WV 25313				_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	08/12/2011		P	400	A	\$ 30.47	39,388	D		
Common Stock	08/12/2011		P	400	A	\$ 30.48	39,788	D		
Common Stock	08/12/2011		P	1,000	A	\$ 30.489	40,788	D		
Common Stock	08/12/2011		P	200	A	\$ 30.49	40,988	D		
Common Stock							7,150	I	by spouse, Samantha	

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Reminder: Report on a separate line for each class of securities benefic	cially owned directly or indirectly.		
Common Stock	1,405.1671 (1)	I	by 401(k) Plan & Trust
Common Stock	15	I	for son, Charles J.

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

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	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	\$ 28					<u>(2)</u>	02/25/2013	Common Stock	3,738	
Stock Option to Buy	\$ 33.9					<u>(2)</u>	02/24/2014	Common Stock	10,000	
Stock Option to Buy	\$ 32.925					<u>(3)</u>	01/30/2015	Common Stock	50,000	
Stock Option to Buy	\$ 39.34					<u>(4)</u>	02/27/2017	Common Stock	37,500	
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	6,250	
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	6,250	

8. Pri Deriv Secur (Instr Stock

Option \$ 35.09 03/30/2016 03/29/2021 Common Stock 6,250

to Buy

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313

President & CEO

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) 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 plan valuation date.
- (2) 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.
- (3) Options will vest and become exerciseable in six separate installments as follows: 5,000 on 1/31/2005; 9,000 on 2/1/2006; 9,000 on 2/1/2007; 9,000 on 2/1/2008; 9,000 on 2/1/2009; and 9,000 on 2/1/2010. All options awarded pursuant to this grant have vested.
- Options will vest and become exerciseable in three separate installments as follows: 12,500 on 2/28/2011; 12,500 on 2/28/2012; and 12,500 on 2/28/2013.

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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