Edgar Filing: STILWELL CRAIG G - Form 4

STILWELL	CRAIG G										
Form 4 August 19, 2	2011										
FORN									OMB APPROVAL		
	UNITED	STATES SECUE Was	RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 c	ger o STATEN 16. or								Expires:January 31, 2005Estimated average burden hours per response0.5		
Form 5 obligatio may cont See Instr 1(b).	tinue. Section 17(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)										
STILWELL CRAIG G Sy			2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I		3. Date of Earliest Transaction (Che					ck all applicable)			
25 GATEW	(Month/D	(Month/Day/Year) 08/19/2011				Director 10% Owner X Officer (give title Other (specify below) below) EVP Retail Banking					
	(Street) 4. If Amer Filed(Mon			-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CROSS LA	NES, WV 25313						Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, if Transaction(A) or Di Code (Instr. 3,		curities Acquired r Disposed of (D) . 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock							1,427.8822 (1)	Ι	by 401(k) Plan & Trust		
Common Stock	08/19/2011		Р	1,000	А	\$ 28.73	29,240	D			

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 28					(2)	02/25/2013	Common Stock	1,738	
Stock Option to Buy	\$ 33.9					(2)	02/24/2014	Common Stock	10,000	
Stock Option to Buy	\$ 31.32					(3)	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					(4)	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	

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	08	8/19/2011						
<u>**</u> Signature of Reporting Person		Date						
Explanation of Poenoneoe:								

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) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds. All options awarded pursuant to this grant have achieved their target thresholds 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 2/25/2009; and 1,000 on 2/25/2010. All options awarded pursuant to this grant have vested.
- (4) 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.