STILWELL CRAIG G

Form 4

February 22, 2012

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

CITY HOLDING CO [CHCO] (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable) Director 10% Owner

25 GATEWATER ROAD

(7:-)

02/21/2012

__Other (specify X_ Officer (give title _ **EVP Retail Banking**

(Street) 4. If Amendment, Date Original

Filed(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

Person

below)

CROSS LANES, WV 25313

(Ctata)

(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. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	osed of , 4 and (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							1,486.3386 (1)	I	by 401(k) Plan & Trust	
Common Stock	02/21/2012		M	6,262	A	\$ 28	35,302	D		
Common Stock	02/21/2012		S	1,200	D	\$ 36.1333	34,102	D		
Common Stock	02/21/2012		S	5,062	D	\$ 35.5863	29,040	D		

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

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SEC 1474 (9-02)

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

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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	02/21/2012		M		6,262	(2)	02/25/2013	Common Stock	6,262
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						<u>(4)</u>	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

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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 02/22/2012

**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 12/31/2011 valuation date.
- 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.
- (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.

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