

CITY HOLDING CO
Form 4/A
November 08, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

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 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

25 GATEWATER ROAD

11/08/2013

EVP Retail Banking

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/08/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CROSS LANES, WV 25313

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	Price	
Common Stock	11/08/2013		M		5,000	A \$ 36.9	37,877 D
Common Stock	11/08/2013		S		2,283	D \$ 45.9	35,594 D
Common Stock	11/08/2013		S		2,717	D \$ 46.15	32,877 D
Common Stock	11/08/2013		S		2,000	D \$ 46.316	30,877 D
Common Stock							1,539.8656 (1) I
							by 401(k) Plan & Trust

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option to Buy	\$ 36.9	11/08/2013		M	5,000	12/21/2005	12/20/2015	Common Stock	5,000
Stock Option to Buy	\$ 39.34					(2)	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
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	3,234
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	3,234

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

11/08/2013

__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 12/31/2012 valuation date.
- (2) Options will vest and become exercisable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012. All options awarded pursuant to this grant have vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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