CITY HOLDING CO

Form 4 May 13, 2014

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response...

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BUMGARNER DAVID L			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 all applicable)			
25 GATEWATER ROAD			(Month/Day/Year) 05/12/2014	Director 10% Owner _X Officer (give title Other (specify below)  SVP & Chief Financial Officer			
(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			
CROSS LANES, WV 25313							

### CROSS LANES, WV 25313

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispos (Instr. 3,	sed of		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock	05/12/2014		S	350	D	\$ 44.0901	11,400	D			
Common Stock							1,605.5259 (1)	I	by 401(k) Plan & Trust		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. orNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	1,500
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	1,250
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	1,250
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	1,250
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	1,555
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	1,555
Stock Option to Buy	\$ 44.43					03/26/2017(2)	03/25/2024	Common Stock	485
Stock Option to Buy	\$ 44.43					03/26/2018(2)	03/25/2024	Common Stock	485
Stock Option to Buy	\$ 44.43					03/26/2019(2)	03/25/2024	Common Stock	485

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUMGARNER DAVID L 25 GATEWATER ROAD CROSS LANES, WV 25313

**SVP & Chief Financial Officer** 

### **Signatures**

Victoria A. Faw, attorney-in-fact 05/13/2014

\*\*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).
- 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 as of the 12/31/2013 plan valuation date.
- (2) Options granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.

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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