CITY HOLDING CO

Form 4 May 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad BUMGARNI	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Finat)	(Middle)	CITY HOLDING CO [CHCO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner			
25 GATEWATER ROAD			05/27/2014	X Officer (give title Other (specify below) SVP & Chief Financial Officer			
(Street) CROSS LANES, WV 25313			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
			Filed(Month/Day/Year)				
(City)	(Stata)	(7in)					

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/27/2014		M	1,250	A	\$ 28.15	12,650	D	
Common Stock	05/27/2014		S	1,250	D	\$ 43.75	11,400	D	
Common Stock							1,605.5259 (1)	Ι	by 401(k) Plan & Trust

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

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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	Securitie	ative es d	6. Date Exercisal Expiration Date (Month/Day/Yea		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	05/27/2014		M	1,250		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 05/29/2014

**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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