CITY HOLDING CO

Form 4/A June 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

if no longer subject to Section 16. Form 4 or Form 5 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

Symbol

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

1(b).

(Print or Type Responses)

LEGGE JEFFREY DALE

1. Name and Address of Reporting Person *

			CITY HOLDING CO [CH				HCO]	(Check all applicable)			
(Last) 25 GATEW	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2014						Director 10% Owner X Officer (give title Other (specify below) SVP, CAO & CIO					
				ndment, Date Original th/Day/Year))14					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Month/Day/Year) Execution Date, i any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/30/2014			M		1,250	A	\$ 28.15	7,075	D		
Common Stock	05/30/2014			S		1,250	D	\$ 43.51 (3)	5,825	D		
Common Stock									5,928.5336 (1)	I	by 401(k) Plan & Trust	

SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)			6. Date Exerci Expiration Dat (Month/Day/Y	e	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	\$ 28.15	05/30/2014		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	1,196
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	1,196
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	383 (2)
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	383 (2)
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	383 (2)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEGGE JEFFREY DALE 25 GATEWATER ROAD CROSS LANES, WV 25313

SVP, CAO & CIO

Signatures

Victoria A. Faw, attorney-in-fact 06/05/2014

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 12/31/2013 plan valuation date.
- (2) Options granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (3) Amendment made to correct a clerical error on sale price of shares.

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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