CITY HOLDING CO

Check this box

if no longer

Section 16.

subject to

Form 4

February 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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)

See Instruction

1. Name and Ad BUMGARNI	-	_	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	(Chech an appheacie)		
			(Month/Day/Year)	Director 10% Owner		
25 GATEWATER ROAD			02/06/2015	_X_ Officer (give title Other (specify below)		
				SVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CROSS LANES, WV 25313				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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)	(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	02/06/2015		S	650	D	\$ 46.1315	10,750	D	
Common Stock							115	I	by IRA
Common Stock							1,689.6128 (1)	I	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. Transaction Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	\$ 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 02/09/2015

**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 as of the 12/31/2014 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.

Reporting Owners 3