### Edgar Filing: CITY HOLDING CO - Form 4

CITY HOL Form 4	DING CO											
February 20	), 2015											
FORM	<b>1</b> 4		GEGU	DITIE	a		CIL	NOT		OMB AF	PPROVAL	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.				<ul> <li>SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</li> <li>CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>ction 16(a) of the Securities Exchange Act of 1934, ablic Utility Holding Company Act of 1935 or Section f the Investment Company Act of 1940</li> </ul>						OMB Number:	3235-0287	
										Expires: January 3 200 Estimated average burden hours per response 0.		
(Print or Type	Responses)											
HAGEBOECK CHARLES R Sym			Symbol	mbol					5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First) (	Middla)		CITY HOLDING CO [CHCO]					(Check all applicable)			
(Month				19/2015					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President & CEO			
CROSS LA	(Street) ANES, WV 25313	i	4. If Am Filed(Mo			Pate Origina ar)	al	- - -	<ul> <li>Individual or Joi</li> <li>Applicable Line)</li> <li>X_ Form filed by O</li> <li> Form filed by Mo</li> <li>Porm filed by Mo</li> </ul>	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tał	ole I - No	on-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A) Transactionor 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/19/2015			М	·	10,000	A	\$ 39.34	78,073	D		
Common Stock	02/19/2015			S		2,500	D	\$ 46.002	75,573	D		
Common Stock	02/19/2015			S		2,500	D	\$ 46.0172	73,073	D		
Common Stock	02/19/2015			S		2,500	D	\$ 46.0002	70,573	D		
Common Stock	02/19/2015			S		2,500	D	\$ 46.0005	68,073	D		

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Common Stock	5,650	Ι	by spouse, Samantha
Common Stock	15	I	custodian for son, Charles J.
Common Stock	1,602.7059 (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 information contained in this form are not required to respond unless the form 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. Transactic Code (Instr. 8)	<ul> <li>5. Number of actionDerivative Securities</li> <li>8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</li> </ul>		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	\$ 39.34	02/19/2015		М		10,000	(2)	02/27/2017	Common Stock	10,000
Stock Option to Buy	\$ 32.09						02/26/2015	02/25/2020	Common Stock	6,250
Stock Option to Buy	\$ 35.09						03/30/2016	03/29/2021	Common Stock	6,250
Stock Option to Buy	\$ 35.39						03/28/2017	03/27/2022	Common Stock	6,803
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	2,008 (3)

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Stock Option to Buy	\$ 44.43	03/26/2018	03/25/2024	Common Stock	2,008 (3)
Stock Option to Buy	\$ 44.43	03/26/2019	03/25/2024	Common Stock	2,010 (3)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	Х		President & CEO					
Signatures								
Victoria A. Faw, Attorney-in-Fact	(	02/20/2015						
**Signature of Reporting Person		Date						

\*\*Signature of Reporting Person

## **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 (1) Rule 16a8(b). Share totals are reported as of the 12/31/2014 plan valuation date.
- Options will vest and become exerciseable in three separate installments as follows: 12,500 on 2/28/2011; 12,500 on 2/28/2012; and (2)12,500 on 2/28/2013. All options awarded pursuant to this grant have vested.
- (3) 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.