CITY HOLDING CO

Form 4

February 20, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAGEBOECK CHARLES R			2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)		
25 GATEWATER ROAD)	(Month/Day/Year) 02/19/2015	X Director 10% Owner X Officer (give title Other (specify below) President & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Cho		
CROSS LANES, WV 25313			Filed(Month/Day/Year)	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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	02/10/2015		Code V	Amount	(D)	Price	(Instr. 3 and 4)	D	
Stock	02/19/2015		M	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	

Edgar Filing: CITY HOLDING CO - Form 4

Common Stock	5,650	I	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.

SEC 1474 (9-02)

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)	orDeriva Securi Acqui	ities ared (A) sposed of 3, 4,	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		M		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)

Edgar Filing: CITY HOLDING CO - Form 4

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

Reporting Owners

Reporting Owner Name / Address	Relationships							
.r. g	Director	10% Owner	Officer	Other				
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	X		President & CEO					

Signatures

Victoria A. Faw, Attorney-in-Fact

**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 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 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.

Reporting Owners 3