HAGEBOECK CHARLES R

Form 4

January 10, 2018

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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OMB APPROVAL

Section 16. 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

⊦,

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) (First) (Middle)	3. Date of Earliest Transaction			
25 GATEWATER ROAD	(Month/Day/Year) 01/09/2018	_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(Check		
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 Ac	quired, Disposed of, or Beneficially Owned		
1.Title of 2. Transaction Date 2A. Deer	med 3. 4. Securities Acquired	5. Amount of 6. 7. Nature of		

(City)	(State)	Tabl	e I - Non-L	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficia	lly 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)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D)	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	01/09/2018		M	3,978	A	\$ 35.39	75,562	D	
Common Stock	01/09/2018		M	2,008	A	\$ 44.43	77,570	D	
Common Stock							5,650	I	by spouse, Samantha
Common Stock							1,738.201 (1)	I	by 401(k) Plan and Trust

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Securities		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	\$ 35.39	01/09/2018		M		3,978	03/28/2017	03/27/2022	Common Stock	3,978
Stock Option to Buy	\$ 44.43	01/09/2018		M		2,008	03/26/2017	03/25/2024	Common Stock	2,008
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	2,008 (2)
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	2,010 (2)
Stock Option to Buy	\$ 46.61						02/26/2018	02/25/2025	Common Stock	1,978 (2)
Stock Option to Buy	\$ 46.61						02/26/2019	02/25/2025	Common Stock	1,978 (2)
Stock Option to Buy	\$ 46.61						02/26/2020	02/25/2025	Common Stock	1,980 (2)
Stock Option	\$ 43.73						02/24/2019	02/23/2026	Common Stock	3,660 (2)

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to Buy					
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 66.32	02/22/2020	02/21/2027	Common Stock	2,524 (2)
Stock Option to Buy	\$ 66.32	02/22/2021	02/21/2027	Common Stock	2,524 (2)
Stock Option to Buy	\$ 66.32	02/22/2022	02/21/2027	Common Stock	2,524 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
HAGEBOECK CHARLES R 25 GATEWATER ROAD	X		President & CEO				
CROSS LANES, WV 25313			110010011100000000000000000000000000000				

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 12/31/2017 plan valuation date.
- (2) Options shares 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