CITY HOLDING CO

Form 4

August 26, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * STILWELL CRAIG G

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

Stock

(First)

(Street)

(Middle)

CITY HOLDING CO [CHCO] 3. Date of Earliest Transaction

(Month/Day/Year)

08/25/2016

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

EVP Retail Banking

25 GATEWATER ROAD

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CROSS LANES, WV 25313

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	urities	s Acquired,	Disposed of, or I	Beneficially (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. Securities Additional Amount)	d (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	08/25/2016		I	1,726.1297 (1)	D	\$ 49.6699	0	I	by 401(k) Plan & amp; Trust
Common							34,929	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form

(9-02)

Edgar Filing: CITY HOLDING CO - Form 4

displays a currently valid OMB control number.

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

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	\$ 40.88					03/26/2013	03/25/2018	Common Stock	3,000
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	3,234
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	3,234
Stock Option to Buy	\$ 44.43					03/26/2017	03/25/2024	Common Stock	967 (2)
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	967 <u>(2)</u>
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	968 (2)
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	1,015 (2)
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,015 (2)
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,017 (2)

8. Pri Deriv Secur (Instr

Edgar Filing: CITY HOLDING CO - Form 4

Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	1,898 (2)
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	1,898 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	1,898 (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313

EVP Retail Banking

Signatures

Victoria A. Faw, Attorney-in-Fact 08/26/2016

**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). Total shares disposed was the share account balance as of 8/25/2016.
- (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