

STILWELL CRAIG G  
Form 4  
April 11, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

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

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 (Month/Day/Year)

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

25 GATEWATER ROAD

04/10/2018

EVP Retail Banking

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CROSS LANES, WV 25313

(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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/10/2018		M	2,000	\$ 37.74	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	\$ 37.74	04/10/2018		M		2,000		02/27/2018	02/26/2023	Common Stock	2,000
Restricted Stock Unit	\$ 0 <sup>(1)</sup>							<u>(2)</u>	<u>(2)</u>	Common Stock	893
Stock Option to Buy	\$ 44.43							03/26/2018	03/25/2024	Common Stock	967 <sup>(3)</sup>
Stock Option to Buy	\$ 44.43							03/26/2019	03/25/2024	Common Stock	968 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61							02/26/2018	02/25/2025	Common Stock	1,015 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61							02/26/2019	02/25/2025	Common Stock	1,015 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61							02/26/2020	02/25/2025	Common Stock	1,017 <sup>(3)</sup>
Stock Option to Buy	\$ 43.73							02/24/2019	02/23/2026	Common Stock	1,898 <sup>(3)</sup>
Stock Option to Buy	\$ 43.73							02/24/2020	02/23/2026	Common Stock	1,898 <sup>(3)</sup>
Stock Option to Buy	\$ 43.73							02/24/2021	02/23/2026	Common Stock	1,898 <sup>(3)</sup>
Stock Option to Buy	\$ 66.32							02/22/2020	02/21/2027	Common Stock	1,253 <sup>(3)</sup>
	\$ 66.32							02/22/2021	02/21/2027		

Stock					Common	1,253
Option to					Stock	<u>(3)</u>
Buy						
Stock					Common	1,253
Option to	\$ 66.32			02/22/2022	02/21/2027	<u>(3)</u>
Buy					Stock	

## 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	04/11/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
  - (2) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
  - (3) 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.  
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