

CITY HOLDING CO
Form 4
November 14, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DERITO JOHN A

(Last) (First) (Middle)
25 GATEWATER ROAD
(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Commercial Banking

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

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	11/10/2016		M	2,500	A \$ 40.88	25,803	D
Common Stock	11/10/2016		M	3,000	A \$ 35.09	28,803	D
Common Stock	11/10/2016		S	2,500	D \$ 56.6	26,303	D
Common Stock	11/10/2016		S	3,000	D \$ 56.6	23,303	D

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. 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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option to Buy	\$ 40.88	11/10/2016		M		2,500		03/26/2013 03/25/2018	Common Stock 2,500
Stock Option to Buy	\$ 35.09	11/10/2016		M		3,000		03/30/2016 03/29/2021	Common Stock 3,000
Stock Option to Buy	\$ 35.39							03/28/2017 03/27/2022	Common Stock 2,687
Stock Option to Buy	\$ 37.74							02/27/2018 02/26/2023	Common Stock 2,687
Stock Option to Buy	\$ 44.43							03/26/2017 03/25/2024	Common Stock 807 ⁽¹⁾
Stock Option to Buy	\$ 44.43							03/26/2018 03/25/2024	Common Stock 807 ⁽¹⁾
Stock Option to Buy	\$ 44.43							03/26/2019 03/25/2024	Common Stock 807 ⁽¹⁾
Stock Option to Buy	\$ 46.61							02/26/2018 02/25/2025	Common Stock 600 ⁽¹⁾
Stock Option	\$ 46.61							02/26/2019 02/25/2025	Common Stock 600 ⁽¹⁾

to Buy						
Stock						
Option	\$ 46.61			02/26/2020	02/25/2025	Common Stock 600 ⁽¹⁾
to Buy						
Stock						
Option	\$ 43.73			02/24/2019	02/23/2026	Common Stock 977 ⁽¹⁾
to Buy						
Stock						
Option	\$ 43.73			02/24/2020	02/23/2026	Common Stock 977 ⁽¹⁾
to Buy						
Stock						
Option	\$ 43.73			02/24/2021	02/23/2026	Common Stock 977 ⁽¹⁾
to Buy						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313			EVP, Commercial Banking	

Signatures

Victoria A. Faw,
Attorney-in-Fact

11/11/2016

__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) 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.