

CITY HOLDING CO  
Form 4  
July 31, 2015

**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 \*  
HAGEBOECK CHARLES R

(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)  
07/30/2015

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)  
President & CEO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock	07/30/2015		M		6,000 A \$ 39.34	77,372	D	
Common Stock	07/30/2015		S		3,000 D \$ 48.0004	74,372	D	
Common Stock	07/30/2015		S		3,000 D \$ 48	71,372	D	
Common Stock						15	I	custodian for son, Charles J.
Common Stock						1,602.7059	I	by 401(k) Plan &

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Common Stock					5,650	I	Trust by spouse, Samantha
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 39.34	07/30/2015		M	6,000	<u>(1)</u> 02/27/2017	Common Stock	6,000	
Stock Option to Buy	\$ 46.61					02/26/2020 02/25/2025	Common Stock	1,980	
Stock Option to Buy	\$ 37.74					02/27/2018 02/26/2023	Common Stock	6,803	
Stock Option to Buy	\$ 44.43					03/26/2019 03/25/2024	Common Stock	2,010	
Stock Option to Buy	\$ 44.43					03/26/2017 03/25/2024	Common Stock	2,008	
Stock Option to Buy	\$ 35.39					03/28/2017 03/27/2022	Common Stock	6,803	
Stock Option to Buy	\$ 44.43					03/26/2018 03/25/2024	Common Stock	2,008	

Stock Option to Buy	\$ 46.61		02/26/2019	02/25/2025	Common Stock	1,978
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	\$ 46.61		02/26/2018	02/25/2025	Common Stock	1,978

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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  
07/31/2015

\_\_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 will vest and become exercisable 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.

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.