BUMGARNER DAVID L

Form 4 April 24, 2018

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BUMGARNER DAVID L			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	(Check air approacte)		
25 GATEWATER ROAD			(Month/Day/Year) 04/23/2018	Director 10% Owner X Officer (give title Other (specify below) SVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Fil			
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) Tabl	e I - Non-E	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed Lambda 2A. Deemed Execution Date, if any (Month/Day/Year)		G. 4. Securities Acquired Gransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/23/2018		S	1,856	D	\$ 74.25	11,005	D	
Common Stock							2,106.833 (1)	I	by 401(k) Plan and Trust
Common Stock							115	I	by IRA

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

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivativ 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
Restricted Stock Unit	\$ 0 (2)					<u>(3)</u>	(3)	Common Stock	361
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	485 (4)
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	485 <u>(4)</u>
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	341 (4)
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	342 (4)
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	825 (4)
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	825 (4)
Stock Option to Buy	\$ 43.73					02/24/2021	02/23/2026	Common Stock	825 (4)
Stock Option to Buy	\$ 66.32					02/22/2020	02/21/2027	Common Stock	554 <u>(4)</u>
	\$ 66.32					02/22/2021	02/21/2027		554 (4)

8. F Der Sec (Ins

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Stock Common Option to Stock

Buy

Stock

Option to \$66.32 02/22/2022 02/21/2027 Common Stock 556 (4)

Buy

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUMGARNER DAVID L 25 GATEWATER ROAD CROSS LANES, WV 25313

SVP & Chief Financial Officer

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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (3) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
- (4) 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.

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