HAGEBOECK CHARLES R

Form 4 May 01, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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 * HAGEBOECK CHARLES R			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 an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
25 GATEWATER ROAD			05/01/2018	X Officer (give title Other (specify below) President & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
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) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of	or Beneficial	ly 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. Securi or Dispos (Instr. 3,	sed of 4 and (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	05/01/2018		S	7,707	D	\$ 72.0099	63,156	D	
Common Stock							1,738.201 (1)	I	by 401(k) Plan and Trust
Common Stock							5,650	I	by spouse, Samantha

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)	Expiration Dat (Month/Day/Y e	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)					(3)	(3)	Common Stock	1,749	
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	6,803	
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	2,008 (4)	
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 (4)	
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	1,978 (4)	
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,978 (4)	
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,980 (4)	
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	3,660 (4)	
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	3,660 (4)	
	\$ 43.73					02/24/2021	02/23/2026			

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Stock Option to Buy				Common Stock	3,660 (4)
Stock Option to Buy	\$ 66.32	02/22/2020	02/21/2027	Common Stock	2,524 (4)
Stock Option to Buy	\$ 66.32	02/22/2021	02/21/2027	Common Stock	2,524 (4)
Stock Option to Buy	\$ 66.32	02/22/2022	02/21/2027	Common Stock	2,524 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	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 05/01/2018

**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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