

STILWELL CRAIG G
Form 4
May 22, 2018

FORM 4

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

OMB APPROVAL

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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)
25 GATEWATER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/18/2018		M		967 A \$ 44.43	27,085	D
Common Stock	05/18/2018		S		967 D \$ 74.1404	26,118	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)

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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
Restricted Stock Unit	\$ 0 ⁽¹⁾					⁽²⁾ ⁽²⁾	Common Stock	893
Stock Option to Buy	\$ 44.43	05/18/2018		M	967	03/26/2018 03/25/2024	Common Stock	967 ⁽³⁾
Stock Option to Buy	\$ 37.74					02/27/2018 02/26/2023	Common Stock	649
Stock Option to Buy	\$ 44.43					03/26/2019 03/25/2024	Common Stock	968 ⁽³⁾
Stock Option to Buy	\$ 46.61					02/26/2019 02/25/2025	Common Stock	1,015 ⁽³⁾
Stock Option to Buy	\$ 46.61					02/26/2020 02/25/2025	Common Stock	1,017 ⁽³⁾
Stock Option to Buy	\$ 43.73					02/24/2019 02/23/2026	Common Stock	1,898 ⁽³⁾
Stock Option to Buy	\$ 43.73					02/24/2020 02/23/2026	Common Stock	1,898 ⁽³⁾
Stock Option to Buy	\$ 43.73					02/24/2021 02/23/2026	Common Stock	1,898 ⁽³⁾
Stock Option to Buy	\$ 66.32					02/22/2020 02/21/2027	Common Stock	1,253 ⁽³⁾
	\$ 66.32					02/22/2021 02/21/2027		

