

CITY HOLDING CO  
Form 8-K  
March 01, 2007

---

---

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported)  
**February 28, 2007**

**CITY HOLDING COMPANY**  
(Exact Name of Registrant as Specified in its Charter)

**Commission File Number:0-17733**

|                      |                     |
|----------------------|---------------------|
| <b>West Virginia</b> | <b>55-0169957</b>   |
| (State or Other      | (I.R.S. Employer    |
| Jurisdiction of      |                     |
| Incorporation or     | Identification No.) |
| Organization)        |                     |

**25 Gatewater Road, Cross Lanes, WV 25313**  
(Address of Principal Executive Offices, Including Zip Code)

**304-769-1100**  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))



## Section 5 - Corporate Governance and Management

### Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee recommended, and the Board of Directors of City Holding Company (the "Company") approved, on February 28, 2007, the 2007 salary and 2006 bonus and incentive compensation for the Company's executive officers, including the Company's principal executive officer and the Company's principal financial officer. The schedule below indicates the 2007 salary for each of the Company's executive officers.

| Name                 | Title  | 2006<br>Base Salary | 2007<br>Base Salary |
|----------------------|--|---------------------|---------------------|
| Charles R. Hageboeck | President & CEO                                      | \$325,000           | \$360,000           |
| David L. Bumgarner   | Chief Financial Officer                              | \$140,000           | \$152,500           |
| Craig G. Stilwell    | Executive Vice President,<br>Retail Banking          | \$200,000           | \$212,000           |
| John A. DeRito       | Executive Vice President,<br>Commercial Banking      | \$178,000           | \$186,000           |
| John W. Alderman III | Senior Vice President and<br>Chief Corporate Counsel | \$166,870           | \$170,000           |

The schedule set forth below indicates the 2006 bonus and incentive compensation for each of the Company's executive officers:

| Name                 | 2006<br>Incentive<br>Compensation | 2006<br>Bonus | Total<br>Incentive<br>and<br>Bonus |
|----------------------|-----------------------------------|---------------|------------------------------------|
| Charles R. Hageboeck | \$165,041                         | \$60,000      | \$225,041                          |
| David L. Bumgarner   | \$ 40,425                         | \$21,825      | \$ 62,250                          |
| Craig G. Stilwell    | \$116,840                         | \$32,000      | \$148,840                          |
| John A. DeRito       | \$ 83,235                         | \$28,745      | \$111,980                          |
| John W. Alderman III | \$ 36,412                         | \$36,412      | \$ 72,824                          |

#### Restricted Stock.

Restricted stock was awarded to certain of the executive officers. The recipients of these awards may vote and receive dividends on the shares, whether vested or not, but may not sell the shares or use them for collateral for any borrowing unless and until they are vested. All of the restricted stock awards are of City Holding Company Common Stock, par value \$2.50. The market price on the date of grant, February 28, 2007, was \$39.34 per share.

#### Stock Options.

Edgar Filing: CITY HOLDING CO - Form 8-K

Stock options were awarded to certain of the executive officers. The exercise price of all options was the market price as of the date of grant, February 28, 2007. All of the options awarded are exercisable for shares of City Holding Company Common Stock, par value \$2.50 per share. The issuer made grants on similar terms in previous years although expiration dates and vesting periods varied.

-2-

---

The table below sets forth the number of shares of restricted stock and shares issuable upon the exercise of stock options awarded to each of the Company's executive officers:

| <b>Name</b>             | <b>Stock Options<br/>Awarded</b> | <b>Restricted<br/>Shares Awarded</b> |
|-------------------------|----------------------------------|--------------------------------------|
| Charles R.<br>Hageboeck | 37,500                           | --                                   |
| David L.<br>Bumgarner   | --                               | 2,500                                |
| Craig G. Stilwell       | 10,000                           | --                                   |
| John A. DeRito          | --                               | 2,500                                |
| John W.<br>Alderman III | --                               | 1,500                                |

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

At the regularly scheduled meeting of the Board of Directors of the Company held on February 28, 2007, Article IV of Company's Bylaws were amended to permit the Company to issue securities not represented by certificates in accordance with NASDAQ Rule 4350(1), which requires securities listed on NASDAQ to be eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act. Such amendment is effective upon adoption by the Board of Directors on February 28, 2007, and a complete copy of the Company's Amended and Restated Bylaws is attached hereto as Exhibit 3(k) and incorporated herein by reference.

### **Section 8 - Other Events**

#### **Item 8.01 Other Events.**

On February 28, 2007, the Company's Board of Directors, based upon the recommendation of its Compensation Committee, approved an award of 400 shares of Company Common Stock, par value \$2.50, to each non-employee director of the Company on December 31, 2006 and 300 shares of Company Common Stock, par value \$2.50, to its vice-chairman, Samuel M. Bowling. The market price on the date of grant, February 28, 2007, was \$39.34 per share.

### **Section 9 - Financial Statements and Exhibits**

#### **Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

3(k) Amendment to Bylaws

**Signatures**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

Dated: February 28, **City Holding Company**  
2007

By: /s/ David L. Bumgarner  
David L. Bumgarner  
Chief Financial Officer