

CITY HOLDING CO
Form 4/A
February 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STILWELL CRAIG G

(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)
02/06/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
02/09/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP Retail Banking

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/06/2015		M	A	3,000	\$ 28.15	36,344 D
Common Stock	02/06/2015		S	D	2,771	\$ 46.1563	33,573 D
Common Stock	02/06/2015		S	D	229	\$ 46.05	33,344 D
Common Stock						1,635.6521	I by 401(k) Plan & Trust
						(1)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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							(2)	02/27/2017	Common Stock	10,000
Stock Option to Buy	\$ 40.88							03/26/2013	03/25/2018	Common Stock	3,000
Stock Option to Buy	\$ 28.15	02/06/2015		M		3,000		03/25/2014	03/24/2019	Common Stock	3,000
Stock Option to Buy	\$ 32.09							02/26/2015	02/25/2020	Common Stock	3,000
Stock Option to Buy	\$ 35.09							03/30/2016	03/29/2021	Common Stock	3,000
Stock Option to Buy	\$ 35.39							03/28/2017	03/27/2022	Common Stock	3,234
Stock Option to Buy	\$ 37.74							02/27/2018	02/26/2023	Common Stock	3,234
Stock Option to Buy	\$ 44.43							03/26/2017	03/25/2024	Common Stock	967 (3)
Stock Option to Buy	\$ 44.43							03/26/2018	03/25/2024	Common Stock	967 (3)

