

CITY HOLDING CO
Form 4
November 14, 2016

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

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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

(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)
11/14/2016

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/14/2016 | | M | | 3,000 A \$ 40.88 | 37,929 | D |
| Common Stock | 11/14/2016 | | S | | 3,000 D \$ 60.0053 | 34,929 | D |
| Common Stock | 11/14/2016 | | S | | 2,000 D \$ 59.9902 | 32,929 | D |

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

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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. 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 | |
| Stock Option to Buy | \$ 40.88 | 11/14/2016 | | M | 3,000 | 03/26/2013 | 03/25/2018 | 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 ⁽¹⁾ |
| Stock Option to Buy | \$ 44.43 | | | | | 03/26/2018 | 03/25/2024 | Common Stock | 967 ⁽¹⁾ |
| Stock Option to Buy | \$ 44.43 | | | | | 03/26/2019 | 03/25/2024 | Common Stock | 968 ⁽¹⁾ |
| Stock Option to Buy | \$ 46.61 | | | | | 02/26/2018 | 02/25/2025 | Common Stock | 1,015 ⁽¹⁾ |
| Stock Option to Buy | \$ 46.61 | | | | | 02/26/2019 | 02/25/2025 | Common Stock | 1,015 ⁽¹⁾ |
| Stock Option to Buy | \$ 46.61 | | | | | 02/26/2020 | 02/25/2025 | Common Stock | 1,017 ⁽¹⁾ |
| Stock Option | \$ 43.73 | | | | | 02/24/2019 | 02/23/2026 | Common Stock | 1,898 ⁽¹⁾ |

| | | | | | |
|---------------------|----------|--|------------|------------|-----------------------------------|
| to Buy | | | | | |
| Stock Option to Buy | \$ 43.73 | | 02/24/2020 | 02/23/2026 | Common Stock 1,898 ⁽¹⁾ |
| Stock Option to Buy | \$ 43.73 | | 02/24/2021 | 02/23/2026 | Common Stock 1,898 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313 | | | EVP Retail Banking | |

Signatures

Victoria A. Faw,
Attorney-in-Fact
11/14/2016

__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) 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.