CITY HOLDING CO

Form 4 May 20, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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	(Chook an approved)		
25 GATEWA	ΓER ROAD		(Month/Day/Year) 05/19/2016	X Director 10% Owner X Officer (give title Other (specify below) President & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CROSS LANE	ES, WV 253	13	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Form: Code Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 05/19/2016 S 195 D 85,635 D Stock 47.2654 Common by spouse, 5,650 I Stock Samantha custodian Common 15 I for son, Stock Charles J. by 401(k) Common Plan 1,652.1629 I Stock (1) & Trust

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

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SEC 1474 (9-02)

> 8. Pri Deriv Secur (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. onNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	6,803
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43					03/26/2017	03/25/2024	Common Stock	2,008 (2)
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	2,008 (2)
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 (2)
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	1,978 (2)
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,978 (2)
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,980 (2)

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Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	3,660 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner, requires	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 05/20/2016

**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) 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 12/31/2015 plan valuation date.
- (2) 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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