STILWELL CRAIG G Form 4 April 11, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

Form 5 Filed obligations may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STILWELL CRAIG G Issuer Symbol CITY HOLDING CO [CHCO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction 10% Owner (Month/Day/Year) Director X_ Officer (give title Other (specify 25 GATEWATER ROAD 04/10/2018 below) below) **EVP Retail Banking** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CROSS LANES, WV 25313 Person

(===5)	(4)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uirea, Disposea o	i, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C			Couc v	Amount	(D)	d Titee			
Common Stock	04/10/2018		M	2,000	A	\$ 37.74	29,868	D	

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

(Zip)

(State)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Sector Acquarter (A) of Disp (D)	or cosed of er. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 37.74	04/10/2018		M		2,000	02/27/2018	02/26/2023	Common Stock	2,000
Restricted Stock Unit	\$ 0 (1)						(2)	(2)	Common Stock	893
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	967 (3)
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	968 (3)
Stock Option to Buy	\$ 46.61						02/26/2018	02/25/2025	Common Stock	1,015 (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		

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1.253 Stock Common (3) Option to Stock Buy Stock 1,253 Common 02/22/2022 02/21/2027 Option to \$66.32 (3) Stock Buy

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

**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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
- (3) 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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