#### CITY HOLDING CO

Form 4 May 26, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: Expires:

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

obligations

Check this box

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 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 * BUMGARNER DAVID L	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	CITY HOLDING CO [CHCO]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
25 GATEWATER ROAD	05/24/2016	_X_ Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CDOCC I ANEC WW 25212	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
CROSS LANES, WV 25313		Person			
(City) (State) (Zin)					

#### (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 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) (Instr. 3, 4 and 5) Beneficial Code Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 05/24/2016 M 1,250 13,969 D Stock 35.09

Common Stock	05/24/2016	S	1,250	D	\$ 48.75	12,719	D	
Common Stock						115	I	by IRA
Common Stock						1,830.9241 (1)	I	by 401(k) Plan & 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)

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

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. Transacti Code (Instr. 8)	Secu Acqu (A) ( Disp (D) (Inst	of Derivative Expirate Securities (Month Acquired (A) or Disposed of		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	\$ 35.09	05/24/2016		M		1,250	03/30/2016	03/29/2021	Common Stock	1,250	
Stock Option to Buy	\$ 35.39						03/28/2017	03/27/2022	Common Stock	1,555	
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	1,555	
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	485 (2)	
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	485 (2)	
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	485 (2)	
Stock Option to Buy	\$ 46.61						02/26/2018	02/25/2025	Common Stock	341 (2)	
Stock Option to Buy	\$ 46.61						02/26/2019	02/25/2025	Common Stock	341 (2)	
	\$ 46.61						02/26/2020	02/25/2025		342 (2)	

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Stock Option to Buy				Common Stock	
Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	825 (2)
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	825 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	825 (2)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUMGARNER DAVID L 25 GATEWATER ROAD CROSS LANES, WV 25313

SVP & Chief Financial Officer

# **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) 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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