CITY HOLDING CO

Form 4

August 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 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).

(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	(Check an approach)		
			(Month/Day/Year)	X Director 10% Owner		
25 GATEWATER ROAD)	07/31/2015	X Officer (give title Other (specify below)		
				President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CROSS LANES, WV 25313				_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								
Sec	ritle of curity str. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)			
	ommon ock	07/31/2015		Code V M	Amount 6,000	(D)	Price \$ 39.34	77,372	D		
	ommon ock	07/31/2015		S	3,000	D	\$ 48.45	74,372	D		
	ommon ock	07/31/2015		S	3,000	D	\$ 48.3505	71,372	D		
	ommon ock							15	I	custodian for son, Charles J.	
	ommon ock							1,602.7059	I	by 401(k) Plan &	

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			Trust
Common Stock	5,650	I	by spouse, Samantha
Reminder: Report on a separate line for each class of securities benefic	rially owned directly or indirectly.		
	Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB containment.	are not n	SEC 1474 (9-02)

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

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)	Code	5. Number ction Derivative Securities 8) 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	\$ 39.34	07/31/2015		M		6,000	<u>(1)</u>	02/27/2017	Common Stock	6,000
Stock Option to Buy	\$ 46.61						02/26/2020	02/25/2025	Common Stock	1,980
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	2,010
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	2,008
Stock Option to Buy	\$ 35.39						03/28/2017	03/27/2022	Common Stock	6,803
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	2,008

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Stock Option to Buy	\$ 46.61	02/26/2019	02/25/2025	Common Stock	1,978
Stock Option to Buy	\$ 32.09	02/26/2015	02/25/2020	Common Stock	6,250
Stock Option to Buy	\$ 35.09	03/30/2016	03/29/2021	Common Stock	6,250
Stock Option to Buy	\$ 46.61	02/26/2018	02/25/2025	Common Stock	1,978

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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 08/03/2015

**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).
- Options will vest and become exerciseable in three separate installments as follows: 12,500 on 2/28/2011; 12,500 on 2/28/2012; and 12,500 on 2/28/2013. All options awarded pursuant to this grant have vested.

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.

Reporting Owners 3