### Edgar Filing: CITY HOLDING CO - Form 4

Form 4										
January 28, 201 FORM 4 Check this bo if no longer subject to	4 UNITED ST	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								
Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(a)	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							Estimated average burden hours per response 0.	
(Print or Type Resp	ponses)									
1. Name and Address of Reporting Person *2. IsJones J. ThomasSymbol			er Name <b>and</b>	Ticker or 7	Fradin	g	5. Relationship of Reporting Person(s) to Issuer			
		HOLDING	-	ICO]		(Check all applicable)				
(Mo			Date of Earliest Transaction Month/Day/Year) 1/27/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	nendment, Dat onth/Day/Year)	-			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
CROSS LANE	S, WV 25313						Form filed by M Person	Iore than One Re	eporting	
(City)	(State) (Z	Taip) Tai	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
(Instr. 3) any		Execution Date, i	Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5)			SecuritiesFBeneficially(OwnedI	6. Ownership Form: Direct D) or Indirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common 0 Stock 0	1/27/2016		A	707	A	\$ 0 (1)	3,285	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transactic Code (Instr. 8)	tionNumber of ) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		(Month/Day/Year) ve es d d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	4, and (A) (1	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Jones J. Thomas 25 GATEWATER ROAD CROSS LANES, WV 25313	Х							
Signatures								
Victoria A. Faw, Attorney-in-Fact	C	)1/28/2016						
<u>**</u> Signature of Reporting Person		Date						

# \*\*Signature of Reporting Person

# **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) For purposes of establishing a value of the stock award, the Company has determined that 42.38 per share, or 100% of the fair market value of the Company's common stock on 1/27/2016, the date of grant for the award, is appropriate.

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.