

CITY HOLDING CO

Form 4

August 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STILWELL CRAIG G

(Last) (First) (Middle)

25 GATEWATER ROAD

(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction
(Month/Day/Year)

08/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP Retail Banking

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Common Stock	08/15/2006		S	712	D \$ 39.25	22,801	D
Common Stock	08/15/2006		S	618	D \$ 39.2613	22,183	D
Common Stock	08/15/2006		S	1,670	D \$ 39.5267	20,513	D
Common Stock						1,207.9558 (1)	I by 401(k) Plan & Trust

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number 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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option to Buy	\$ 28					08/08/1988 ⁽²⁾	02/25/2013	Common Stock		10,000
Stock Option to Buy	\$ 33.9					08/08/1988 ⁽²⁾	02/24/2014	Common Stock		10,000
Stock Option to Buy	\$ 31.32					08/08/1988 ⁽³⁾	02/24/2015	Common Stock		5,000
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock		5,000

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 08/16/2006

__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 12/31/2005 valuation date and include 35,585.9 shares that were required to be disposed of in a nondiscretionary transaction by the 401(k) Plan & Trust in order to comply with the plan's ADP testing.
- (2) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds.
- (3) Options will vest and become exercisable in five separate installments as follows: 1,000 on 2/25/2006; 1,000 on 2/25/2007; 1,000 on 2/25/2008; 1,000 on 2/25/2009; and 1,000 on 2/25/2010.

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.