

BUMGARNER DAVID L
 Form 4
 February 11, 2013

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUMGARNER DAVID L

(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)
 02/07/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Stock	02/08/2013		M	A	\$ 7,283 32.925	16,627	D
Common Stock	02/08/2013		S	D	\$ 1,898 38.22	14,729	D
Common Stock	02/08/2013		S	D	\$ 100 38.24	14,629	D
Common Stock	02/08/2013		S	D	\$ 2 38.26	14,627	D
Common Stock	02/08/2013		S	D	\$ 2,578 38.3	12,049	D

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Common Stock	02/08/2013	S	297	D	\$ 38.31	11,752	D	
Common Stock	02/08/2013	S	2,189	D	\$ 38.32	9,563	D	
Common Stock	02/08/2013	S	200	D	\$ 38.33	9,363	D	
Common Stock	02/08/2013	S	14	D	\$ 38.34	9,349	D	
Common Stock	02/08/2013	S	1	D	\$ 38.35	9,348	D	
Common Stock	02/08/2013	S	4	D	\$ 38.4	9,344	D	
Common Stock						115	I	by IRA
Common Stock						1,551.7496 <u>(1)</u>	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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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
Stock Option to Buy	\$ 32.925	02/08/2013		M	7,283	<u>(2)</u> 01/30/2015	Common Stock	7,283
Stock Option to Buy	\$ 36.9					12/21/2005 12/20/2015	Common Stock	2,500

Stock Option to Buy	\$ 40.88	03/26/2013	03/25/2018	Common Stock	1,500
Stock Option to Buy	\$ 28.15	03/25/2014	03/24/2019	Common Stock	1,250
Stock Option to Buy	\$ 32.09	02/26/2015	02/25/2020	Common Stock	1,250
Stock Option to Buy	\$ 35.09	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

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

02/11/2013

 **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 as of the 12/31/2012 plan valuation date.
- (2) Options will vest and become exercisable in four separate installments as follows: 2,500 on 2/1/2005; 2,500 on 2/1/2006; 2,500 on 2/1/2007; and 2,500 on 2/1/2008. 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.

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