HAGEBOECK CHARLES R
Form 4
August 29, 2017

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGEBOECK CHARLES R

(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)
08/28/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2017		S		600	D	$ 62.835	72,984	D	
Common Stock	08/28/2017		S		1,400	D	$ 62.75	71,584	D	
Common Stock								5,650	I	by spouse, Samantha
Common Stock								1,706.2915 (1)	I	by 401(k) Plan and 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. Pri Deriv Secur (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	$ 35.39							03/28/2017	03/27/2022	Common Stock	3,978	
Stock Option to Buy	$ 37.74							02/27/2018	02/26/2023	Common Stock	6,803	
Stock Option to Buy	$ 44.43							03/26/2017	03/25/2024	Common Stock	2,008 (2)	
Stock Option to Buy	$ 44.43							03/26/2018	03/25/2024	Common Stock	2,008 (2)	
Stock Option to Buy	$ 44.43							03/26/2019	03/25/2024	Common Stock	2,010 (2)	
Stock Option to Buy	$ 46.61							02/26/2018	02/25/2025	Common Stock	1,978 (2)	
Stock Option to Buy	$ 46.61							02/26/2019	02/25/2025	Common Stock	1,978 (2)	
Stock Option to Buy	$ 46.61							02/26/2020	02/25/2025	Common Stock	1,980 (2)	
	$ 43.73							02/24/2019	02/23/2026			

Stock Option to Buy					Common Stock	3,660 (2)
Stock Option to Buy	$ 43.73		02/24/2020	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	$ 43.73		02/24/2021	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	$ 66.32		02/22/2020	02/21/2027	Common Stock	2,524 (2)
Stock Option to Buy	$ 66.32		02/22/2021	02/21/2027	Common Stock	2,524 (2)
Stock Option to Buy	$ 66.32		02/22/2022	02/21/2027	Common Stock	2,524 (2)

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	08/29/2017
**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 12/31/2016 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.
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