

CITY HOLDING CO

Form 4

July 30, 2015

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 *
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)
07/29/2015

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)

President & CEO

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)
Common Stock	07/29/2015		M	579	A \$ 39.34	71,951	D
Common Stock	07/29/2015		S	579	D \$ 48.75	71,372	D
Common Stock					15	I	custodian for son, Charles J.
Common Stock					1,602.7059	I	by 401(k) Plan & Trust
					5,650	I	

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Common
Stock

by spouse,
Samantha

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

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SEC 1474
(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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 39.34	07/29/2015		M	579	<u>(1)</u>	02/27/2017	Common Stock	579	\$
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	

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

07/30/2015

__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).

(1) Options will vest and become exercisable 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.

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