

CITY HOLDING CO

Form 4

February 29, 2016

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)

02/24/2016

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 ____ Other (specify
below) 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	02/24/2016		A	(A) or (D) A	\$ 0 (2)	38,429	D
Common Stock					1,686.6457 (3)	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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information contained in this form are not
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SEC 1474
(9-02)

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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.
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option to Buy	\$ 0	02/24/2016		A		1,898 (4)	02/24/2019 02/23/2026	Common Stock	1,898
Stock Option to Buy	\$ 0	02/24/2016		A		1,898 (4)	02/24/2020 02/23/2026	Common Stock	1,898
Stock Option to Buy	\$ 0	02/24/2016		A		1,898 (4)	02/24/2021 02/23/2026	Common Stock	1,898
Stock Option to Buy	\$ 40.88						03/26/2013 03/25/2018	Common Stock	3,000
Stock Option to Buy	\$ 32.09						02/26/2015 02/25/2020	Common Stock	3,000
Stock Option to Buy	\$ 35.09						03/30/2016 03/29/2021	Common Stock	3,000
Stock Option to Buy	\$ 35.39						03/28/2017 03/27/2022	Common Stock	3,234
Stock Option to Buy	\$ 37.74						02/27/2018 02/26/2023	Common Stock	3,234
Stock Option to Buy	\$ 44.43						03/26/2017 03/25/2024	Common Stock	967 (4)
Stock Option to Buy	\$ 44.43						03/26/2018 03/25/2024	Common Stock	967 (4)
	\$ 44.43						03/26/2019 03/25/2024		968 (4)

Stock Option to Buy				Common Stock	
Stock Option to Buy	\$ 46.61	02/26/2018	02/25/2025	Common Stock	1,015 (4)
Stock Option to Buy	\$ 46.61	02/26/2019	02/25/2025	Common Stock	1,015 (4)
Stock Option to Buy	\$ 46.61	02/26/2020	02/25/2025	Common Stock	1,017 (4)

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

02/29/2016

__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) Restricted shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (2) For purposes of establishing a value of the stock award, the Company has determined that \$43.73 per share, or 100% of the fair market value of the Company's common stock on 2/24/2016, the date of grant for the award, is appropriate.
- (3) 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 12/31/2015 plan valuation date.
- (4) 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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