

HAGEBOECK CHARLES R  
 Form 4/A  
 March 02, 2018

**FORM 4**

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

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).

**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 \*  
**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)  
 02/28/2018

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/01/2018

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)
			Code	V	Amount or Price		
Common Stock	02/28/2018		S		5,114	D	
Common Stock					\$ 68,2855	D	
Common Stock					70,863	D	
Common Stock					1,738.201 <sup>(1)</sup>	I	by 401(k) Plan and Trust
Common Stock					5,650	I	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)

displays a currently valid OMB control number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	02/28/2018		A	1,749	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,749
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	2,008 <sup>(4)</sup>
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 <sup>(4)</sup>
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	1,978 <sup>(4)</sup>
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,978 <sup>(4)</sup>
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,980 <sup>(4)</sup>
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	3,660 <sup>(4)</sup>
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	3,660 <sup>(4)</sup>
Stock Option to	\$ 43.73					02/24/2021	02/23/2026	Common Stock	3,660 <sup>(4)</sup>

