

DERITO JOHN A
Form 4
May 08, 2018

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 *
DERITO JOHN A

(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)
05/08/2018

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, Commercial 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	05/08/2018		M	V Amount (A) or (D) Price 2,649 A \$ 37.74	22,992	D	

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Option to Buy	\$ 37.74	05/08/2018		M	2,649	02/27/2018	02/26/2023	Common Stock	2,649
Restricted Stock Unit	\$ 0 ⁽¹⁾					<u>(2)</u>	<u>(2)</u>	Common Stock	657
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	807 ⁽³⁾
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	807 ⁽³⁾
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	600 ⁽³⁾
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	600 ⁽³⁾
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	600 ⁽³⁾
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	977 ⁽³⁾
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	977 ⁽³⁾
Stock Option to Buy	\$ 43.73					02/24/2021	02/23/2026	Common Stock	977 ⁽³⁾
Stock Option to Buy	\$ 66.32					02/22/2020	02/21/2027	Common Stock	1,033 ⁽³⁾
	\$ 66.32					02/22/2021	02/21/2027		

Stock				Common	1,033
Option to				Stock	<u>(3)</u>
Buy					
Stock					
Option to	\$ 66.32	02/22/2022	02/21/2027	Common	1,034
Buy				Stock	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313			EVP, Commercial Banking	

Signatures

Victoria A. Faw,
Attorney-in-Fact

05/08/2018

__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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
- (3) 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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