CITY HOLDING CO

Form 4

October 30, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * STILWELL CRAIG G

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

CITY HOLDING CO [CHCO]

(Last) (First) (Middle)

(Street)

(Ctata)

3. Date of Earliest Transaction

10% Owner

(Month/Day/Year) 10/29/2013

X_ Officer (give title below)

Director

Other (specify

EVP Retail Banking 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CROSS LANES, WV 25313

25 GATEWATER ROAD

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/29/2013		S	1,251	D	\$ 46.074	33,126	D	
Common Stock	10/29/2013		S	249	D	\$ 46.3	32,877	D	
Common Stock							1,539.8656 (1)	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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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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 5 ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock	5,000	
Stock Option to Buy	\$ 39.34					(2)	02/27/2017	Common Stock	10,000	
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	3,000	
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	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	

8. Pri Deriv Secur (Instr

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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 10/29/2013

**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 12/31/2012 valuation date.
- Options will vest and become exerciseable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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