

CITY HOLDING CO  
Form 4  
March 28, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**LEGG JEFFREY DALE**

(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)  
03/26/2014

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)  
SVP, CAO & CIO

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                    | 03/26/2014                           |  | A                              | V Amount (A) or (D) Price \$ 0 (2)                                | 5,825   | D  |   |
| Common Stock                    |                                      |  |                                |   | 5,928.5336 (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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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. P Der Sec (Ins |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title             | Amount or Number of Shares |
| Stock Option to Buy                        | \$ 28.15   |                                      |  |                                |   | 03/25/2014   | 03/24/2019  | Common Stock      | 1,250                      |
| Stock Option to Buy                        | \$ 32.09   |                                      |  |                                |   | 02/26/2015   | 02/25/2020  | Common Stock      | 1,250                      |
| Stock Option to Buy                        | \$ 35.09   |                                      |  |                                |   | 03/30/2016   | 03/29/2021  | Common Stock      | 1,250                      |
| Stock Option to Buy                        | \$ 35.39   |                                      |  |                                |   | 03/28/2017   | 03/27/2022  | Common Stock      | 1,196                      |
| Stock Option to Buy                        | \$ 37.74   |                                      |  |                                |   | 02/27/2018   | 02/26/2023  | Common Stock      | 1,196                      |
| Stock Option to Buy                        | \$ 44.43   | 03/26/2014                           |  | A                              | <u>383</u><br>(4)   | 03/26/2017   | 03/25/2024  | Common Stock      | 383                        |
| Stock Option to Buy                        | \$ 44.43   | 03/26/2014                           |  | A                              | <u>383</u><br>(4)   | 03/26/2018   | 03/25/2024  | Common Stock      | 383                        |
| Stock Option to Buy                        | \$ 44.43   | 03/26/2014                           |  | A                              | <u>383</u><br>(4)   | 03/26/2019   | 03/25/2024  | Common Stock      | 383                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEGGJE JEFFREY DALE  
25 GATEWATER ROAD  
CROSS LANES, WV 25313

SVP, CAO & CIO

## Signatures

Victoria A. Faw,  
attorney-in-fact

03/28/2014

  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 \$44.43 per share, or 100% of the fair market value of the Company's common stock on 3/26/2014 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 12/31/2013 plan valuation date.
- (4) Options 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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