

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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response... 0.5

(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)  
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 below) \_\_\_\_ Other (specify 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	02/24/2016		A	(A) or (D) A	Price \$ 0 (2)	23,303	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
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)		8. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 0	02/24/2016		A		977 (3)		02/24/2019	02/23/2026	Common Stock	977
Stock Option to Buy	\$ 0	02/24/2016		A		977 (3)		02/24/2020	02/23/2026	Common Stock	977
Stock Option to Buy	\$ 0	02/24/2016		A		977 (3)		02/24/2021	02/23/2026	Common Stock	977
Stock Option to Buy	\$ 40.88							03/26/2013	03/25/2018	Common Stock	2,500
Stock Option to Buy	\$ 32.09							02/26/2015	02/25/2020	Common Stock	2,500
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	2,687
Stock Option to Buy	\$ 37.74							02/27/2018	02/26/2023	Common Stock	2,687
Stock Option to Buy	\$ 44.43							03/26/2017	03/25/2024	Common Stock	807 (3)
Stock Option to Buy	\$ 44.43							03/26/2018	03/25/2024	Common Stock	807 (3)
Stock Option	\$ 44.43							03/26/2019	03/25/2024	Common Stock	807 (3)

to Buy

Stock Option to Buy	\$ 46.61	02/26/2018	02/25/2025	Common Stock	600 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61	02/26/2019	02/25/2025	Common Stock	600 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61	02/26/2020	02/25/2025	Common Stock	600 <sup>(3)</sup>

## 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

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) 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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