HAGEBOECK CHARLES R

Form 4

February 27, 2019

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

Common

Stock

(Print or Type Responses)

HAGEBOECK CHARLES R Syr			2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO]					5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 3. Date of			e of Earliest Transaction n/Day/Year) /2019				(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO			
				nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CROSS LA	NES, WV 25313							Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D) erivative	Secur	ities A	equired, Disposed	d of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nnsaction Date 2A. Deemed		3. Transactic Code (Instr. 8)	ransactionAcquired (A) or ode Disposed of (D) nstr. 8) (Instr. 3, 4 and 5) (A) or			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	02/26/2019			S	1,691	D	\$ 79	58,714	D	
Common Stock								0 (1)	I	by son, Charles J. Hageboeck
Common Stock								100	I	by son, Robert B. Hageboeck

100

Ι

by daughter,

Katherine E.

Hageboeck

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Common Stock	100	I	by daughter, Emily F. Hageboeck					
Common Stock	5,650	I	by spouse, Samantha D. Hageboeck					
Common Stock	1,782.709 (2)	I	by 401(k) Plan and Trust					
Dominday Donort on a congrete line for each class of sequrities haneficially award directly or indirectly								

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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	
Restricted Stock Unit	\$ 0 (3)					<u>(4)</u>	<u>(4)</u>	Common Stock	1,749	
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 (5)	
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,978 (5)	
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,980 (5)	
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	3,660 (5)	

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Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	3,660 (5)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	3,660 (5)
Stock Option to Buy	\$ 66.32	02/22/2020	02/21/2027	Common Stock	2,524 (5)
Stock Option to Buy	\$ 66.32	02/22/2021	02/21/2027	Common Stock	2,524 (5)
Stock Option to Buy	\$ 66.32	02/22/2022	02/21/2027	Common Stock	2,524 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	X		President & CEO				

Signatures

Victoria A. Faw, attorney-in-fact 02/27/2019

**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) The reporting person no longer has a reportable beneficial interest in 100 shares of CHCO common stock owned by his son, Charles J. Hageboeck, and included in the reporting person's prior ownership reports.
- (2) 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 12/31/2018 plan valuation date.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (4) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
- (5) 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. 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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