STILWELL CRAIG G Form 4

April 24, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue.

**SECURITIES** 

See Instruction 1(b).

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)

(Last)

(City)

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

> (First) (Middle)

> > (Zip)

25 GATEWATER ROAD

CROSS LANES, WV 25313

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction (Month/Day/Year) 04/24/2019

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below)

**EVP Retail Banking** 

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						-	•	*	Æ
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactic	4. Securion(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(msu. 3,	- and	. 5)	Owned	Indirect (I)	Ownership
							Following Reported	(Instr. 4)	(Instr. 4)
					(A) or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(IIISII. 5 aliu 4)		
Common Stock	04/24/2019		M	968	A	\$ 44.43	21,661	D	
Common Stock	04/24/2019		S	645	D	\$ 79.25	21,016	D	

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	Derion Derion Secution Acquire (A) Dispose of (I	vative urities uired or bosed D) tr. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and a Underlying S (Instr. 3 and	Securities	8 E S (1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 44.43	04/24/2019		M		968	03/26/2019	03/25/2024	Common Stock	968 (1)	
Restricted Stock Unit	\$ 0 (2)						(3)	(3)	Common Stock	904	
Restricted Stock Unit	\$ 0 (2)						<u>(4)</u>	<u>(4)</u>	Common Stock	893	
Stock Option to Buy	\$ 46.61						(5)	02/25/2025	Common Stock	2,032 (1)	
Stock Option to Buy	\$ 43.73						<u>(6)</u>	02/23/2026	Common Stock	5,694 (1)	
Stock Option to Buy	\$ 66.32						<u>(7)</u>	02/21/2027	Common Stock	3,759 (1)	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 3	Director	10% Owner	Officer	Other				
CTH WELL CDAIC C								

STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313

**EVP Retail Banking** 

## **Signatures**

Victoria A. Faw, attorney-in-fact 04/24/2019

\*\*Signature of Reporting Person Date

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## **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) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (3) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.
- (4) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
- (5) Options shares will vest as follows: 1,015 shares on 2/26/2019 and 1,017 shares on 2/26/2020.
- (6) Options shares will vest as follows: 1,898 shares on each of 2/24/2019; 2/24/2020; and 2/24/2021.
- (7) Options shares will vest as follows: 1,253 shares on each of 2/22/2020; 2/22/2021; and 2/22/2022.

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.