STILWELL CRAIG G Form 4

May 03, 2019

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.

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

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

CITY HOLDING CO [CHCO]

(First) (Middle) (Last)

(Street)

(State)

3. Date of Earliest Transaction

25 GATEWATER ROAD

(Month/Day/Year) 05/02/2019

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) 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

Person

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

CROSS LANES, WV 25313

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 05/02/2019 Stock

S 2,925 D \$ 79 18,091

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 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)

Edgar Filing: STILWELL CRAIG G - Form 4

8. Pri Deriv Secur (Instr

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. onNumber 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 I S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (1)					(2)	(2)	Common Stock	904	
Restricted Stock Unit	\$ 0 (1)					(3)	<u>(3)</u>	Common Stock	893	
Stock Option to Buy	\$ 46.61					<u>(4)</u>	02/25/2025	Common Stock	2,032 (4)	
Stock Option to Buy	\$ 43.73					<u>(5)</u>	02/23/2026	Common Stock	5,694 (5)	
Stock Option to Buy	\$ 66.32					<u>(6)</u>	02/21/2027	Common Stock	3,759 (6)	

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	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 05/03/2019

**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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.

Reporting Owners 2

Edgar Filing: STILWELL CRAIG G - Form 4

- (3) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
- Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. Options shares will vest as follows: 1,015 shares on 2/26/2019 and 1,017 shares on 2/26/2020.
- Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. Options shares will vest as follows: 1,898 shares on each of 2/24/2019; 2/24/2020; and 2/24/2021.
- Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. 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.