#### CITY HOLDING CO

Form 4 May 09, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAGEBOECK CHARLES R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CITY HOLDING CO [CHCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
25 GATEWATER ROAD			05/05/2016	_X_ Officer (give title Other (specify below)		
				President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CROSS LANES, WV 25313				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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	05/05/2016		M	2,849	A	\$ 35.09	82,429	D	
Common Stock							5,650	I	by spouse, Samantha
Common Stock							15	I	custodian for son, Charles J.
Common Stock							1,652.1629 (1)	I	by 401(k) Plan & amp; Trust

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	orof D Secu Acq (A) Disp (D)	urities uired or posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 35.09	05/05/2016		M		2,849	03/30/2016	03/29/2021	Common Stock	2,849
Stock Option to Buy	\$ 35.39						03/28/2017	03/27/2022	Common Stock	6,803
Stock Option to Buy	\$ 37.74						02/27/2018	02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	2,008 (2)
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	2,008 (2)
Stock Option to Buy	\$ 44.43						03/26/2019	03/25/2024	Common Stock	2,010 (2)
Stock Option to Buy	\$ 46.61						02/26/2018	02/25/2025	Common Stock	1,978 (2)
Stock Option to Buy	\$ 46.61						02/26/2019	02/25/2025	Common Stock	1,978 (2)
Stock Option	\$ 46.61						02/26/2020	02/25/2025	Common Stock	1,980 (2)

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to Buy					
Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	7,320 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	10,980 (2)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	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 05/09/2016

\*\*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) 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 12/31/2015 plan valuation date.
- (2) 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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