

STILWELL CRAIG G

Form 4

November 19, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)

11/19/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP Retail Banking

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
Common Stock					1,307.89 ⁽¹⁾	I	by 401(k) Plan & Trust
Common Stock	11/19/2009		S	400 D	\$ 32.69 26,488	D	
Common Stock	11/19/2009		S	200 D	\$ 32.68 26,288	D	
Common Stock	11/19/2009		S	400 D	\$ 32.67 25,888	D	
Common Stock	11/19/2009		S	1,000 D	\$ 32.66 24,888	D	

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Common Stock 11/19/2009 G 186 D (5) 24,702 D

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

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(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. 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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 28					<u>(2)</u>	02/25/2013	Common Stock	10,000	
Stock Option to Buy	\$ 33.9					<u>(2)</u>	02/24/2014	Common Stock	10,000	
Stock Option to Buy	\$ 31.32					<u>(3)</u>	02/24/2015	Common Stock	5,000	
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock	5,000	
Stock Option to Buy	\$ 39.34					<u>(4)</u>	02/27/2017	Common Stock	10,000	
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	3,000	
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

11/19/2009

__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 12/31/2008 valuation date.
- (2) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds. All options awarded pursuant to this grant have achieved their target thresholds and are vested.
- (3) Options will vest and become exerciseable in five separate installments as follows: 1,000 on 2/25/2006; 1,000 on 2/25/2007; 1,000 on 2/25/2008; 1,000 on 2/25/2009; and 1,000 on 2/25/2010.
- (4) Options will vest and become exerciseable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012.
- (5) Shares gifted by the reporting person to a charitable gift fund at an undisclosed price.

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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