

Quinlan Michael T Jr  
 Form 4  
 May 11, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to 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 \*  
 Quinlan Michael T Jr

2. Issuer Name and Ticker or Trading Symbol  
 CITY HOLDING CO [CHCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 25 GATEWATER ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/10/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Branch Banking

CROSS LANES, WV 25313  
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 05/10/2012                           |  | S                              | 1,250   | D \$ 33.514   | 10,767   | D  |
| Common Stock                    |                                      |  |                                |   |   | 1,580.4455<br>(1)  | I by 401(k) Plan & Trust                   |
| Common Stock                    |                                      |  |                                |   |   | 1,158  | I by spouse, Cheryl                        |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Price of Underlying Security (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |
| Stock Option to Buy                        | \$ 29.02   |                                      |  |                                |   | (2)  | 03/31/2015  | Common Stock                                     | 1,750                      |
| Stock Option to Buy                        | \$ 36.9  |                                      |  |                                |   | 12/21/2005   | 12/20/2015  | Common Stock                                     | 3,500                      |
| Stock Option to Buy                        | \$ 40.88   |                                      |  |                                |   | 03/26/2013   | 03/25/2018  | Common Stock                                     | 1,500                      |
| Stock Option to Buy                        | \$ 28.15   |                                      |  |                                |   | 03/25/2014   | 03/24/2019  | Common Stock                                     | 1,250                      |
| Stock Option to Buy                        | \$ 32.09   |                                      |  |                                |   | 02/26/2015   | 02/25/2020  | Common Stock                                     | 1,250                      |
| Stock Option to Buy                        | \$ 35.09   |                                      |  |                                |   | 03/30/2016   | 03/29/2021  | Common Stock                                     | 1,250                      |
| Stock Option to Buy                        | \$ 35.39   |                                      |  |                                |   | 03/28/2017   | 03/27/2022  | Common Stock                                     | 1,401                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Quinlan Michael T Jr  
25 GATEWATER ROAD  
CROSS LANES, WV 25313

SVP, Branch Banking

## Signatures

Victoria A. Faw,  
attorney-in-fact

05/11/2012

\_\_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 12/31/2011 valuation date.
- (2) Options will vest and become exercisable in four separate installments as follows: 875 on 4/1/2005; 875 on 4/1/2008; 875 on 4/1/2009; and 875 on 4/1/2010. All options granted pursuant to this award have vested.

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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