

CITY HOLDING CO
Form 4
February 17, 2015

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 *
DERITO JOHN A

(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)
02/13/2015

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, Commercial 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/13/2015 | | M | | 2,500 | A | \$ 28.15 |
| Common Stock | 02/13/2015 | | S | | 100 | D | \$ 46.55 |
| Common Stock | 02/13/2015 | | S | | 1,754 | D | \$ 46.45 |
| Common Stock | 02/13/2015 | | S | | 646 | D | \$ 45.9501 |
| | | | | | | | 22,998 |
| | | | | | | | 22,898 |
| | | | | | | | 21,144 |
| | | | | | | | 20,498 |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option to Buy | \$ 40.88 | | | | | 03/26/2013 03/25/2018 | Common Stock | 2,500 |
| Stock Option to Buy | \$ 28.15 | 02/13/2015 | | M | 2,500 | 03/25/2014 03/24/2019 | Common Stock | 2,500 |
| Stock Option to Buy | \$ 32.09 | | | | | 02/26/2015 02/25/2020 | Common Stock | 2,500 |
| Stock Option to Buy | \$ 35.09 | | | | | 03/30/2016 03/29/2021 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 35.39 | | | | | 03/28/2017 03/27/2022 | Common Stock | 2,687 |
| Stock Option to Buy | \$ 37.74 | | | | | 02/27/2018 02/26/2023 | Common Stock | 2,687 |
| Stock Option to Buy | \$ 44.43 | | | | | 03/26/2017 03/25/2024 | Common Stock | 807 ⁽¹⁾ |
| Stock Option to Buy | \$ 44.43 | | | | | 03/26/2018 03/25/2024 | Common Stock | 807 ⁽¹⁾ |
| Stock Option | \$ 44.43 | | | | | 03/26/2019 03/25/2024 | Common Stock | 807 ⁽¹⁾ |

to Buy

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313 | | | EVP, Commercial Banking | |

Signatures

Victoria A. Faw,
attorney-in-fact

02/17/2015

__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) Options 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.
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