

STILWELL CRAIG G
Form 4
March 28, 2012

FORM 4

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

OMB APPROVAL

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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

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

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2012

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

EVP Retail Banking

(Street)

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

CROSS LANES, WV 25313

(City) (State) (Zip)

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)
Common Stock				(A) or (D) Price	1,486.3386 ⁽¹⁾	I	by 401(k) Plan & Trust
Common Stock	03/28/2012		A	2,431 A \$ 0 ⁽²⁾	31,471	D	

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

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SEC 1474 (9-02)

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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	\$ 28					(3) 02/25/2013	Common Stock	2,000
Stock Option to Buy	\$ 33.9					(3) 02/24/2014	Common Stock	10,000
Stock Option to Buy	\$ 31.32					(4) 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					(5) 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
Stock Option to Buy	\$ 32.09					02/26/2015 02/25/2020	Common Stock	3,000
Stock Option to Buy	\$ 35.09					03/30/2016 03/29/2021	Common Stock	3,000
Stock Option to Buy	\$ 35.39	03/28/2012		A	3,234	03/28/2017 03/27/2022	Common Stock	3,234

